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# MICPA Code of Ethics

The Malaysian Institute of Certified Public Accountants  
(Institut Akauntan Awam Bertauliah Malaysia)



## CONTENTS

	<b>Page</b>
PREFACE .....	1
 <b>PART A: GENERAL APPLICATION OF THE CODE</b>	
100 Introduction and Fundamental Principles .....	3
110 Integrity .....	8
120 Objectivity .....	9
130 Professional Competence and Due Care .....	10
140 Confidentiality .....	11
150 Professional Behaviour .....	13
 <b>PART B: PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE</b>	
200 Introduction .....	15
210 Professional Appointment .....	20
220 Conflicts of Interest .....	23
230 Second Opinions .....	25
240 Fees and Other Types of Remuneration .....	26
250 Marketing Professional Services .....	28
260 Gifts and Hospitality .....	29
270 Custody of Clients Assets .....	30
280 Objectivity – All Services .....	31
290 Independence – Assurance Engagements .....	32
 <b>PART C: PROFESSIONAL ACCOUNTANTS IN BUSINESS</b>	
300 Introduction .....	79
310 Potential Conflicts .....	82
320 Preparation and Reporting of Information .....	83
330 Acting with Sufficient Expertise .....	84
340 Financial Interests .....	85
350 Inducements .....	87

**CONTENTS**

	<b>Page</b>
<b>PART D: ADDITIONAL ETHICAL REQUIREMENTS AND GUIDANCE</b>	
400 Introduction .....	90
410 Descriptions of Members and Names of Practising Firms .....	91
420 Obtaining Professional Work .....	92
430 Clients' Money .....	93
440 Independence – Insolvency Practice .....	95
450 The Use of Incorporated Companies .....	97
460 Ownership of Documents and Records .....	98
470 Arrangements to Cover the Incapacity or Death of a Sole Practitioner ....	103
Appendix I Additional Guidance on Confidentiality (Section 140) .....	106
Appendix II Additional Guidance on Changes in a Professional Appointment (Section 210) .....	108
Appendix III Additional Guidance on Fees (Section 240) .....	113
DEFINITIONS .....	115
EFFECTIVE DATE .....	120

## PREFACE

1. Members of the Institute have a duty to observe high standards of professional conduct taking into consideration the public interest. The MICPA Code of Ethics sets out the fundamental principles of professional ethics and provides guidance on the application of these principles to help members meet these obligations.
2. This Code consists of four parts. Parts A to C of this Code are based on the Code of Ethics for Professional Accountants issued by the International Federation of Accountants (IFAC). As a member body of IFAC, the Institute is required to adopt and apply the IFAC Code of Ethics in so far as these requirements are not inconsistent with national laws and requirements.
4. Part D of the Code contains additional ethical requirements and guidance on specific matters which are of relevance to members in public practice not covered by the IFAC Code of Ethics for Professional Accountants.
5. This Code applies to all members of the Institute and the firms through which the members act or perform their professional work where relevant. Registered students of the Institute are also bound by the ethical requirements set out in this Code.
6. A member or registered student who fails to observe the ethical requirements set out in this Code may be liable to disciplinary action as provided in Article 22 of the Institute's Articles of Association.
7. A member or registered student who is also a member of another professional body or bodies is normally obliged to observe the ethical requirements of that body or bodies at the same time. Where conflict between the ethical requirements of such other body or bodies and those of the Institute exists, the member or registered student should comply with the stricter requirement.
8. Members and registered students working overseas should comply with this Code unless to do so would amount to a breach of local laws and regulations.
9. A member who is in doubt as to his ethical standing, and who cannot resolve this doubt by reference to this Code, should consult the Institute.
10. The Council of the Institute has resolved that this Code replaces the Institute's Code of Professional Conduct and Ethics issued in November 1991.

## **PART A GENERAL APPLICATION OF THE CODE**

Section 100 Introduction and Fundamental Principles

Section 110 Integrity

Section 120 Objectivity

Section 130 Professional Competence and Due Care

Section 140 Confidentiality

Section 150 Professional Behaviour

## Section 100 Introduction and Fundamental Principles

- 100.1 A distinguishing mark of the accountancy profession is its acceptance of the responsibility to act in the public interest. Therefore, a professional accountant's\* responsibility is not exclusively to satisfy the needs of an individual client or employer. In acting in the public interest, a professional accountant should observe and comply with the ethical requirements of this Code.
- 100.2 This Code is in four parts. Part A establishes the fundamental principles of professional ethics for professional accountants and provides a conceptual framework for applying those principles. The conceptual framework provides guidance on fundamental ethical principles. Professional accountants are required to apply this conceptual framework to identify threats to compliance with the fundamental principles, to evaluate their significance and, if such threats are other than clearly insignificant to apply safeguards to eliminate them or reduce them to an acceptable level such that compliance with the fundamental principles is not compromised.
- 100.3 Parts B, C and D illustrate how the conceptual framework is to be applied in specific situations. They provide examples of safeguards that may be appropriate to address threats to compliance with the fundamental principles and also provide examples of situations where safeguards are not available to address the threats and consequently the activity or relationship creating the threats should be avoided. Part B applies to professional accountants in public practice\*. Part C applies to professional accountants in business\*. Professional accountants in public practice may also find the guidance in Part C relevant to their particular circumstances. Part D sets out additional ethical requirements and guidance in specific cases.

### Fundamental Principles

- 100.4 A professional accountant is required to comply with the following fundamental principles:
- (a) *Integrity*
- A professional accountant should be straightforward and honest in all professional and business relationships.
- (b) *Objectivity*
- A professional accountant should not allow bias, conflict of interest or undue influence of others to override professional or business judgments.
- (c) *Professional Competence and Due Care*
- A professional accountant has a continuing duty to maintain professional knowledge and skill at the level required to ensure that a client or employer receives competent professional service based on current developments in

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\* See Definitions

practice, legislation and techniques. A professional accountant should act diligently and in accordance with applicable technical and professional standards when providing professional services\*.

(d) *Confidentiality*

A professional accountant should respect the confidentiality of information acquired as a result of professional and business relationships and should not disclose any such information to third parties without proper and specific authority unless there is a legal or professional right or duty to disclose. Confidential information acquired as a result of professional and business relationships should not be used for the personal advantage of the professional accountant or third parties.

(e) *Professional Behaviour*

A professional accountant should comply with relevant laws and regulations and should avoid any action that discredits the profession.

Each of these fundamental principles is discussed in more detail in Sections 110 – 150.

## Conceptual Framework Approach

- 100.5 The circumstances in which professional accountants operate may give rise to specific threats to compliance with the fundamental principles. It is impossible to define every situation that creates such threats and specify the appropriate mitigating action. In addition, the nature of engagements and work assignments may differ and consequently different threats may exist, requiring the application of different safeguards. A conceptual framework that requires a professional accountant to identify, evaluate and address threats to compliance with the fundamental principles, rather than merely comply with a set of specific rules which may be arbitrary, is, therefore, in the public interest. This Code provides a framework to assist a professional accountant to identify, evaluate and respond to threats to compliance with the fundamental principles. If identified threats are other than clearly insignificant, a professional accountant should, where appropriate, apply safeguards to eliminate the threats or reduce them to an acceptable level, such that compliance with the fundamental principles is not compromised.
- 100.6 A professional accountant has an obligation to evaluate any threats to compliance with the fundamental principles when the professional accountant knows, or could reasonably be expected to know, of circumstances or relationships that may compromise compliance with the fundamental principles.
- 100.7 A professional accountant should take qualitative as well as quantitative factors into account when considering the significance of a threat. If a professional accountant cannot implement appropriate safeguards, the professional accountant should decline or discontinue the specific professional service involved, or where

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\* See Definitions

necessary resign from the client (in the case of a professional accountant in public practice) or the employing organisation (in the case of a professional accountant in business).

- 100.8 A professional accountant may inadvertently violate a provision of this Code. Such an inadvertent violation, depending on the nature and significance of the matter, may not compromise compliance with the fundamental principles provided, once the violation is discovered, the violation is corrected promptly and any necessary safeguards are applied.
- 100.9 Parts B and C of this Code include examples that are intended to illustrate how the conceptual framework is to be applied. The examples are not intended to be, nor should they be interpreted as, an exhaustive list of all circumstances experienced by a professional accountant that may create threats to compliance with the fundamental principles. Consequently, it is not sufficient for a professional accountant merely to comply with the examples presented; rather, the framework should be applied to the particular circumstances encountered by the professional accountant.

### Threats and Safeguards

- 100.10 Compliance with the fundamental principles may potentially be threatened by a broad range of circumstances. Many threats fall into the following categories:
- (a) Self-interest threats, which may occur as a result of the financial or other interests of a professional accountant or of an immediate or close family\* member;
  - (b) Self-review threats, which may occur when a previous judgment needs to be re-evaluated by the professional accountant responsible for that judgment;
  - (c) Advocacy threats, which may occur when a professional accountant promotes a position or opinion to the point that subsequent objectivity may be compromised;
  - (d) Familiarity threats, which may occur when, because of a close relationship, a professional accountant becomes too sympathetic to the interests of others; and
  - (e) Intimidation threats, which may occur when a professional accountant may be deterred from acting objectively by threats, actual or perceived.

Parts B and C of this Code, respectively, provide examples of circumstances that may create these categories of threats for professional accountants in public practice and professional accountants in business. Professional accountants in public practice may also find the guidance in Part C relevant to their particular circumstances.

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\* See Definitions



- 100.11 Safeguards that may eliminate or reduce such threats to an acceptable level fall into two broad categories:
- (a) Safeguards created by the profession, legislation or regulation; and
  - (b) Safeguards in the work environment.
- 100.12 Safeguards created by the profession, legislation or regulation include, but are not restricted to:
- Educational, training and experience requirements for entry into the profession.
  - Continuing professional development requirements.
  - Corporate governance regulations.
  - Professional standards.
  - Professional or regulatory monitoring and disciplinary procedures.
  - External review by a legally empowered third party of the reports, returns, communications or information produced by a professional accountant.
- 100.13 Parts B and C of this Code, respectively, discuss safeguards in the work environment for professional accountants in public practice and those in business.
- 100.14 Certain safeguards may increase the likelihood of identifying or deterring unethical behaviour. Such safeguards, which may be created by the accounting profession, legislation, regulation or an employing organisation, include, but are not restricted to:
- Effective, well publicised complaints systems operated by the employing organisation, the profession or a regulator, which enable colleagues, employers and members of the public to draw attention to unprofessional or unethical behaviour.
  - An explicitly stated duty to report breaches of ethical requirements.
- 100.15 The nature of the safeguards to be applied will vary depending on the circumstances. In exercising professional judgment, a professional accountant should consider what a reasonable and informed third party, having knowledge of all relevant information, including the significance of the threat and the safeguards applied, would conclude to be unacceptable.

### **Ethical Conflict Resolution**

- 100.16 In evaluating compliance with the fundamental principles, a professional accountant may be required to resolve a conflict in the application of fundamental principles.

100.17 When initiating either a formal or informal conflict resolution process, a professional accountant should consider the following, either individually or together with others, as part of the resolution process:

- (a) Relevant facts;
- (b) Ethical issues involved;
- (c) Fundamental principles related to the matter in question;
- (d) Established internal procedures; and
- (e) Alternative courses of action.

Having considered these issues, a professional accountant should determine the appropriate course of action that is consistent with the fundamental principles identified. The professional accountant should also weigh the consequences of each possible course of action. If the matter remains unresolved, the professional accountant should consult with other appropriate persons within the firm\* or employing organisation for help in obtaining resolution.

100.18 Where a matter involves a conflict with, or within, an organisation, a professional accountant should also consider consulting with those charged with governance of the organisation, such as the board of directors or the audit committee.

100.19 It may be in the best interests of the professional accountant to document the substance of the issue and details of any discussions held or decisions taken, concerning that issue.

100.20 If a significant conflict cannot be resolved, a professional accountant may wish to obtain professional advice from the relevant professional body or legal advisors, and thereby obtain guidance on ethical issues without breaching confidentiality. For example, a professional accountant may have encountered a fraud, the reporting of which could breach the professional accountant's responsibility to respect confidentiality. The professional accountant should consider obtaining legal advice to determine whether there is a requirement to report.

100.21 If, after exhausting all relevant possibilities, the ethical conflict remains unresolved, a professional accountant should, where possible, refuse to remain associated with the matter creating the conflict. The professional accountant may determine that, in the circumstances, it is appropriate to withdraw from the engagement team\* or specific assignment, or to resign altogether from the engagement, the firm or the employing organisation

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\* See Definitions

## **Section 110 Integrity**

- 110.1 The principle of integrity imposes an obligation on all professional accountants to be straightforward and honest in professional and business relationships. Integrity also implies fair dealing and truthfulness.
- 110.2 A professional accountant should not be associated with reports, returns, communications or other information where they believe that the information:
- (a) Contains a materially false or misleading statement;
  - (b) Contains statements or information furnished recklessly; or
  - (c) Omits or obscures information required to be included where such omission or obscurity would be misleading.
- 110.3 A professional accountant will not be considered to be in breach of paragraph 110.2 if the professional accountant provides a modified report in respect of a matter contained in paragraph 110.2.

## **Section 120 Objectivity**

- 120.1 The principle of objectivity imposes an obligation on all professional accountants not to compromise their professional or business judgment because of bias, conflict of interest or the undue influence of others.
- 120.2 A professional accountant may be exposed to situations that may impair objectivity. It is impracticable to define and prescribe all such situations. Relationships that bias or unduly influence the professional judgment of the professional accountant should be avoided.

## Section 130 Professional Competence and Due Care

- 130.1 The principle of professional competence and due care imposes the following obligations on professional accountants:
- (a) To maintain professional knowledge and skill at the level required to ensure that clients or employers receive competent professional service; and
  - (b) To act diligently in accordance with applicable technical and professional standards when providing professional services.
- 130.2 Competent professional service requires the exercise of sound judgment in applying professional knowledge and skill in the performance of such service. Professional competence may be divided into two separate phases:
- (a) Attainment of professional competence; and
  - (b) Maintenance of professional competence.
- 130.3 The maintenance of professional competence requires a continuing awareness and an understanding of relevant technical professional and business developments. Continuing professional development develops and maintains the capabilities that enable a professional accountant to perform competently within the professional environments.
- 130.4 Diligence encompasses the responsibility to act in accordance with the requirements of an assignment, carefully, thoroughly and on a timely basis.
- 130.5 A professional accountant should take steps to ensure that those working under the professional accountant's authority in a professional capacity have appropriate training and supervision.
- 130.6 Where appropriate, a professional accountant should make clients, employers or other users of the professional services aware of limitations inherent in the services to avoid the misinterpretation of an expression of opinion as an assertion of fact.

## Section 140 Confidentiality

- 140.1 The principle of confidentiality imposes an obligation on professional accountants to refrain from:
- (a) Disclosing outside the firm or employing organisation confidential information acquired as a result of professional and business relationships without proper and specific authority or unless there is a legal or professional right or duty to disclose; and
  - (b) Using confidential information acquired as a result of professional and business relationships to their personal advantage or the advantage of third parties.
- 140.2 A professional accountant should maintain confidentiality even in a social environment. The professional accountant should be alert to the possibility of inadvertent disclosure, particularly in circumstances involving long association with a business associate or a close or immediate family\* member.
- 140.3 A professional accountant should also maintain confidentiality of information disclosed by a prospective client or employer.
- 140.4 A professional accountant should also consider the need to maintain confidentiality of information within the firm or employing organisation.
- 140.5 A professional accountant should take all reasonable steps to ensure that staff under the professional accountant's control and persons from whom advice and assistance is obtained respect the professional accountant's duty of confidentiality.
- 140.6 The need to comply with the principle of confidentiality continues even after the end of relationships between a professional accountant and a client or employer. When a professional accountant changes employment or acquires a new client, the professional accountant is entitled to use prior experience. The professional accountant should not, however, use or disclose any confidential information either acquired or received as a result of a professional or business relationship.
- 140.7 The following are circumstances where professional accountants are or may be required to disclose confidential information or when such disclosure may be appropriate:
- (a) Disclosure is permitted by law and is authorized by the client or the employer;
  - (b) Disclosure is required by law, for example:
    - (i) Production of documents or other provision of evidence in the course of legal proceedings; or
    - (ii) Disclosure to the appropriate public authorities of infringements of the law that come to light; and

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\* See Definitions

- (c) There is a professional duty or right to disclose, when not prohibited by law:
  - (i) To comply with the quality review of the Institute;
  - (ii) To respond to an inquiry or investigation by the Institute;
  - (iii) To protect the professional interests of a professional accountant in legal proceedings; or
  - (iv) To comply with technical standards and ethics requirements.

140.8 In deciding whether to disclose confidential information, professional accountants should consider the following points:

- (a) Whether the interests of all parties, including third parties whose interests may be affected, could be harmed if the client or employer consents to the disclosure of information by the professional accountant;
- (b) Whether all the relevant information is known and substantiated, to the extent it is practicable; when the situation involves unsubstantiated facts, incomplete information or unsubstantiated conclusions, professional judgment should be used in determining the type of disclosure to be made, if any; and
- (c) The type of communication that is expected and to whom it is addressed; in particular, professional accountants should be satisfied that the parties to whom the communication is addressed are appropriate recipients.

*Additional guidance on confidentiality is set out in Appendix I.*

## Section 150 Professional Behaviour

- 150.1 The principle of professional behaviour imposes an obligation on professional accountants to comply with relevant laws and regulations and avoid any action that may bring discredit to the profession. This includes actions which a reasonable and informed third party, having knowledge of all relevant information, would conclude negatively affects the good reputation of the profession.
- 150.2 In marketing and promoting themselves and their work, professional accountants should not bring the profession into disrepute. Professional accountants should be honest and truthful and should not:
- (a) Make exaggerated claims for the services they are able to offer, the qualifications they possess, or experience they have gained; or
  - (b) Make disparaging references or unsubstantiated comparisons to the work of others.

*Additional requirements are set out in Section 410 "Descriptions of Members and Names of Practising Firms".*



## **PART B: PROFESSIONAL ACCOUNTANTS IN PUBLIC PRACTICE**

- Section 200 Introduction
- Section 210 Professional Appointment
- Section 220 Conflicts of Interest
- Section 230 Second Opinions
- Section 240 Fees and Other Types of Remuneration
- Section 250 Marketing Professional Services
- Section 260 Gifts and Hospitality
- Section 270 Custody of Client Assets
- Section 280 Objectivity – All Services
- Section 290 Independence – Assurance Engagements

## Section 200 Introduction

- 200.1 This Part of the Code illustrates how the conceptual framework contained in Part A is to be applied by professional accountants in public practice. The examples in the following sections are not intended to be, nor should they be interpreted as, an exhaustive list of all circumstances experienced by a professional accountant in public practice that may create threats to compliance with the principles. Consequently, it is not sufficient for a professional accountant in public practice merely to comply with the examples presented; rather, the framework should be applied to the particular circumstances faced.
- 200.2 A professional accountant in public practice should not engage in any business, occupation or activity that impairs or might impair integrity, objectivity or the good reputation of the profession and as a result would be incompatible with the rendering of professional services.

### Threats and Safeguards

- 200.3 Compliance with the fundamental principles may potentially be threatened by a broad range of circumstances. Many threats fall into the following categories:
- (a) Self-interest;
  - (b) Self-review;
  - (c) Advocacy;
  - (d) Familiarity; and
  - (e) Intimidation.

These threats are discussed further in Part A of this Code.

The nature and significance of the threats may differ depending on whether they arise in relation to the provision of services to a financial statement audit client\*, a non-financial statement audit assurance client\* or a non-assurance client.

- 200.4 Examples of circumstances that may create self-interest threats for a professional accountant in public practice include, but are not limited to:
- A financial interest\* in a client or jointly holding a financial interest with a client.
  - Undue dependence on total fees from a client.
  - Having a close business relationship with a client.
  - Concern about the possibility of losing a client.
  - Potential employment with a client.

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\* See Definitions

- Contingent fees\* relating to an assurance engagement\*.
  - A loan to or from an assurance client or any of its directors or officers.
- 200.5 Examples of circumstances that may create self-review threats include, but are not limited to:
- The discovery of a significant error during a re-evaluation of the work of the professional accountant in public practice.
  - Reporting on the operation of financial systems after being involved in their design or implementation.
  - Having prepared the original data used to generate records that are the subject matter of the engagement.
  - A member of the assurance team\* being, or having recently been, a director or officer\* of that client.
  - A member of the assurance team being, or having recently been, employed by the client in a position to exert direct and significant influence over the subject matter of the engagement.
  - Performing a service for a client that directly affects the subject matter of the assurance engagement.
- 200.6 Examples of circumstances that may create advocacy threats include, but are not limited to:
- Promoting shares in a listed entity\* when that entity is a financial statement audit client.
  - Acting as an advocate on behalf of an assurance client in litigation or disputes with third parties.
- 200.7 Examples of circumstances that may create familiarity threats include, but are not limited to:
- A member of the engagement team having a close or immediate family relationship with a director or officer of the client.
  - A member of the engagement team having a close or immediate family relationship with an employee of the client who is in a position to exert direct and significant influence over the subject matter of the engagement.
  - A former partner of the firm being a director or officer of the client or an employee in a position to exert direct and significant influence over the subject matter of the engagement.
  - Accepting gifts or preferential treatment from a client, unless the value is clearly insignificant.

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\* See Definitions

- Long association of senior personnel with the assurance client.
- 200.8 Examples of circumstances that may create intimidation threats include, but are not limited to:
- Being threatened with dismissal or replacement in relation to a client engagement.
  - Being threatened with litigation.
  - Being pressured to reduce inappropriately the extent of work performed in order to reduce fees.
- 200.9 A professional accountant in public practice may also find that specific circumstances give rise to unique threats to compliance with one or more of the fundamental principles. Such unique threats obviously cannot be categorized. In either professional or business relationships, a professional accountant in public practice should always be on the alert for such circumstances and threats.
- 200.10 Safeguards that may eliminate or reduce threats to an acceptable level fall into two broad categories:
- (a) Safeguards created by the profession, legislation or regulation; and
  - (b) Safeguards in the work environment.
- Examples of safeguards created by the profession, legislation or regulation are described in paragraph 100.12 of Part A of this Code.
- 200.11 In the work environment, the relevant safeguards will vary depending on the circumstances. Work environment safeguards comprise firm-wide safeguards and engagement specific safeguards. A professional accountant in public practice should exercise judgment to determine how to best deal with an identified threat. In exercising this judgment a professional accountant in public practice should consider what a reasonable and informed third party, having knowledge of all relevant information, including the significance of the threat and the safeguards applied, would reasonably conclude to be acceptable. This consideration will be affected by matters such as the significance of the threat, the nature of the engagement and the structure of the firm.
- 200.12 Firm-wide safeguards in the work environment may include:
- Leadership of the firm that stresses the importance of compliance with the fundamental principles.
  - Leadership of the firm that establishes the expectation that members of an assurance team will act in the public interest.
  - Policies and procedures to implement and monitor quality control of engagements.
  - Documented policies regarding the identification of threats to compliance with the fundamental principles, the evaluation of the significance of these threats

and the identification and the application of safeguards to eliminate or reduce the threats, other than those that are clearly insignificant, to an acceptable level.

- For firms that perform assurance engagements, documented independence\* policies regarding the identification of threats to independence, the evaluation of the significance of these threats and the evaluation and application of safeguards to eliminate or reduce the threats, other than those that are clearly insignificant, to an acceptable level.
- Documented internal policies and procedures requiring compliance with the fundamental principles.
- Policies and procedures that will enable the identification of interests or relationships between the firm or members of engagement teams and clients.
- Policies and procedures to monitor and, if necessary, manage the reliance on revenue received from a single client.
- Using different partners and engagement teams with separate reporting lines for the provision of non-assurance services to an assurance client.
- Policies and procedures to prohibit individuals who are not members of an engagement team from inappropriately influencing the outcome of the engagement.
- Timely communication of a firm's policies and procedures, including any changes to them, to all partners and professional staff, and appropriate training and education on such policies and procedures.
- Designating a member of senior management to be responsible for overseeing the adequate functioning of the firm's quality control system.
- Advising partners and professional staff of those assurance clients and related entities from which they must be independent.
- A disciplinary mechanism to promote compliance with policies and procedures.
- Published policies and procedures to encourage and empower staff to communicate to senior levels within the firm any issue relating to compliance with the fundamental principles that concerns them.

200.13 Engagement-specific safeguards in the work environment may include:

- Involving an additional professional accountant to review the work done or otherwise advise as necessary.
- Consulting an independent third party, such as a committee of independent directors, a professional regulatory body or another professional accountant.

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\* See Definitions

- Discussing ethical issues with those charged with governance of the client.
- Disclosing to those charged with governance of the client the nature of services provided and extent of fees charged.
- Involving another firm to perform or re-perform part of the engagement.
- Rotating senior assurance team personnel.

200.14 Depending on the nature of the engagement, a professional accountant in public practice may also be able to rely on safeguards that the client has implemented. However it is not possible to rely solely on such safeguards to reduce threats to an acceptable level.

200.15 Safeguards within the client's systems and procedures may include:

- When a client appoints a firm in public practice to perform an engagement, persons other than management ratify or approve the appointment.
- The client has competent employees with experience and seniority to make managerial decisions.
- The client has implemented internal procedures that ensure objective choices in commissioning non-assurance engagements.
- The client has a corporate governance structure that provides appropriate oversight and communications regarding the firm's services.

## Section 210 Professional Appointment

### Client Acceptance

- 210.1 Before accepting a new client relationship, a professional accountant in public practice should consider whether acceptance would create any threats to compliance with the fundamental principles. Potential threats to integrity or professional behaviour may be created from, for example, questionable issues associated with the client (its owners, management and activities).
- 210.2 Client issues that, if known, could threaten compliance with the fundamental principles include, for example, client involvement in illegal activities (such as money laundering), dishonesty or questionable financial reporting practices.
- 210.3 The significance of any threats should be evaluated. If identified threats are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level.
- 210.4 Appropriate safeguards may include obtaining knowledge and understanding of the client, its owners, managers and those responsible for its governance and business activities, or securing the client's commitment to improve corporate governance practices or internal controls.
- 210.5 Where it is not possible to reduce the threats to an acceptable level, a professional accountant in public practice should decline to enter into the client relationship.
- 210.6 Acceptance decisions should be periodically reviewed for recurring client engagements.

### Engagement Acceptance

- 210.7 A professional accountant in public practice should agree to provide only those services that the professional accountant in public practice is competent to perform. Before accepting a specific client engagement, a professional accountant in public practice should consider whether acceptance would create any threats to compliance with the fundamental principles. For example, a self-interest threat to professional competence and due care is created if the engagement team does not possess, or cannot acquire, the competencies necessary to properly carry out the engagement.
- 210.8 A professional accountant in public practice should evaluate the significance of identified threats and, if they are other than clearly insignificant, safeguards should be applied as necessary to eliminate them or reduce them to an acceptable level. Such safeguards may include:
- Acquiring an appropriate understanding of the nature of the client's business, the complexity of its operations, the specific requirements of the engagement and the purpose, nature and scope of the work to be performed.
  - Acquiring knowledge of relevant industries or subject matters.

- Possessing or obtaining experience with relevant regulatory or reporting requirements.
- Assigning sufficient staff with the necessary competencies.
- Using experts where necessary.
- Agreeing on a realistic time frame for the performance of the engagement.
- Complying with quality control policies and procedures designed to provide reasonable assurance that specific engagements are accepted only when they can be performed competently.

210.9 When a professional accountant in public practice intends to rely on the advice or work of an expert, the professional accountant in public practice should evaluate whether such reliance is warranted. The professional accountant in public practice should consider factors such as reputation, expertise, resources available and applicable professional and ethical standards. Such information may be gained from prior association with the expert or from consulting others.

### **Changes in a Professional Appointment**

210.10 A professional accountant in public practice who is asked to replace another professional accountant in public practice, or who is considering tendering for an engagement currently held by another professional accountant in public practice, should determine whether there are any reasons, professional or other, for not accepting the engagement, such as circumstances that threaten compliance with the fundamental principles. For example, there may be a threat to professional competence and due care if a professional accountant in public practice accepts the engagement before knowing all the pertinent facts.

210.11 The significance of the threats should be evaluated. Depending on the nature of the engagement, this may require direct communication with the existing accountant\* to establish the facts and circumstances behind the proposed change so that the professional accountant in public practice can decide whether it would be appropriate to accept the engagement. For example, the apparent reasons for the change in appointment may not fully reflect the facts and may indicate disagreements with the existing accountant that may influence the decision as to whether to accept the appointment.

210.12 An existing accountant is bound by confidentiality. The extent to which the professional accountant in public practice can and should discuss the affairs of a client with a proposed accountant will depend on the nature of the engagement and on:

- (a) Whether the client's permission to do so has been obtained; or
- (b) The legal or ethical requirements relating to such communications and disclosure, which may vary by jurisdiction.

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\* See Definitions



- 210.13 In the absence of specific instructions by the client, an existing accountant should not ordinarily volunteer information about the client's affairs. Circumstances where it may be appropriate to disclose confidential information are set out in Section 140 of Part A of this Code.
- 210.14 If identified threats are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level.
- 210.15 Such safeguards may include:
- Discussing the client's affairs fully and freely with the existing accountant;
  - Asking the existing accountant to provide known information on any facts or circumstances, that, in the existing accountant's opinion, the proposed accountant should be aware of before deciding whether to accept the engagement;
  - When replying to requests to submit tenders, stating in the tender that, before accepting the engagement, contact with the existing accountant will be requested so that inquiries may be made as to whether there are any professional or other reasons why the appointment should not be accepted.
- 210.16 A professional accountant in public practice will ordinarily need to obtain the client's permission, preferably in writing, to initiate discussion with an existing accountant. Once that permission is obtained, the existing accountant should comply with relevant legal and other regulations governing such requests. Where the existing accountant provides information, it should be provided honestly and unambiguously and within a reasonable time. If the proposed accountant is unable to communicate with the existing accountant, the proposed accountant should try to obtain information about any possible threats by other means such as through inquiries of third parties or background investigations on senior management or those charged with governance of the client.
- 210.17 Where the threats cannot be eliminated or reduced to an acceptable level through the application of safeguards, a professional accountant in public practice should, unless there is satisfaction as to necessary facts by other means, decline the engagement.
- 210.18 A professional accountant in public practice may be asked to undertake work that is complementary or additional to the work of the existing accountant. Such circumstances may give rise to potential threats to professional competence and due care resulting from, for example, a lack of or incomplete information. Safeguards against such threats include notifying the existing accountant of the proposed work, which would give the existing accountant the opportunity to provide any relevant information needed for the proper conduct of the work.

*Additional guidance on changes in a professional appointment is set out in Appendix II.*

## Section 220 Conflicts of Interest

- 220.1 A professional accountant in public practice should take reasonable steps to identify circumstances that could pose a conflict of interest. Such circumstances may give rise to threats to compliance with the fundamental principles. For example, a threat to objectivity may be created when a professional accountant in public practice competes directly with a client or has a joint venture or similar arrangement with a major competitor of a client. A threat to objectivity or confidentiality may also be created when a professional accountant in public practice performs services for clients whose interests are in conflict or the clients are in dispute with each other in relation to the matter or transaction in question.
- 220.2 A professional accountant in public practice should evaluate the significance of any threats. Evaluation includes considering, before accepting or continuing a client relationship or specific engagement, whether the professional accountant in public practice has any business interests, or relationships with the client or a third party that could give rise to threats. If threats are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level.
- 220.3 Depending upon the circumstances giving rise to the conflict, safeguards should ordinarily include the professional accountant in public practice:
- (a) Notifying the client of the firm's business interest or activities that may represent a conflict of interest, and obtaining their consent to act in such circumstances; or
  - (b) Notifying all known relevant parties that the professional accountant in public practice is acting for two or more parties in respect of a matter where their respective interests are in conflict, and obtaining their consent to so act; or
  - (c) Notifying the client that the professional accountant in public practice does not act exclusively for any one client in the provision of proposed services (for example, in a particular market sector or with respect to a specific service) and obtaining their consent to so act.
- 220.4 The following additional safeguards should also be considered:
- (a) The use of separate engagement teams; and
  - (b) Procedures to prevent access to information (e.g., strict physical separation of such teams, confidential and secure data filing); and
  - (c) Clear guidelines for members of the engagement team on issues of security and confidentiality; and
  - (d) The use of confidentiality agreements signed by employees and partners of the firm; and
  - (e) Regular review of the application of safeguards by a senior individual not involved with relevant client engagements.

- 220.5 Where a conflict of interest poses a threat to one or more of the fundamental principles, including objectivity, confidentiality or professional behaviour, that cannot be eliminated or reduced to an acceptable level through the application of safeguards, the professional accountant in public practice should conclude that it is not appropriate to accept a specific engagement or that resignation from one or more conflicting engagements is required.
- 220.6 Where a professional accountant in public practice has requested consent from a client to act for another party (which may or may not be an existing client) in respect of a matter where the respective interests are in conflict and that consent has been refused by the client, then they must not continue to act for one of the parties in the matter giving rise to the conflict of interest.

## Section 230 Second Opinions

- 230.1 Situations where a professional accountant in public practice is asked to provide a second opinion on the application of accounting, auditing, reporting or other standards or principles to specific circumstances or transactions by or on behalf of a company or an entity that is not an existing client may give rise to threats to compliance with the fundamental principles. For example, there may be a threat to professional competence and due care in circumstances where the second opinion is not based on the same set of facts that were made available to the existing accountant, or is based on inadequate evidence. The significance of the threat will depend on the circumstances of the request and all the other available facts and assumptions relevant to the expression of a professional judgment.
- 230.2 When asked to provide such an opinion, a professional accountant in public practice should evaluate the significance of the threats and, if they are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level. Such safeguards may include seeking client permission to contact the existing accountant, describing the limitations surrounding any opinion in communications with the client and providing the existing accountant with a copy of the opinion.
- 230.3 If the company or entity seeking the opinion will not permit communication with the existing accountant, a professional accountant in public practice should consider whether, taking all the circumstances into account, it is appropriate to provide the opinion sought.

## Section 240 Fees and Other Types of Remuneration

- 240.1 When entering into negotiations regarding professional services, a professional accountant in public practice may quote whatever fee deemed to be appropriate. The fact that one professional accountant in public practice may quote a fee lower than another is not in itself unethical. Nevertheless, there may be threats to compliance with the fundamental principles arising from the level of fees quoted. For example, a self interest threat to professional competence and due care is created if the fee quoted is so low that it may be difficult to perform the engagement in accordance with applicable technical and professional standards for that price.
- 240.2 The significance of such threats will depend on factors such as the level of fee quoted and the services to which it applies. In view of these potential threats, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level. Safeguards which may be adopted include:
- Making the client aware of the terms of the engagement and, in particular, the basis on which fees are charged and which services are covered by the quoted fee.
  - Assigning appropriate time and qualified staff to the task.
- 240.3 Contingent fees are widely used for certain types of non-assurance engagements<sup>1</sup>. They may, however, give rise to threats to compliance with the fundamental principles in certain circumstances. They may give rise to a self-interest threat to objectivity. The significance of such threats will depend on factors including:
- The nature of the engagement.
  - The range of possible fee amounts.
  - The basis for determining the fee.
  - Whether the outcome or result of the transaction is to be reviewed by an independent third party.
- 240.4 The significance of such threats should be evaluated and, if they are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate or reduce them to an acceptable level. Such safeguards may include:
- An advance written agreement with the client as to the basis of remuneration.
  - Disclosure to intended users of the work performed by the professional accountant in public practice and the basis of remuneration.
  - Quality control policies and procedures.
  - Review by an objective third party of the work performed by the professional accountant in public practice.

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<sup>1</sup> Contingent fees for non-assurance services provided to assurance clients are discussed in Section 290 of this part of the Code.

- 240.5 In certain circumstances, a professional accountant in public practice may receive a referral fee or commission relating to a client. For example, where the professional accountant in public practice does not provide the specific service required, a fee may be received for referring a continuing client to another professional accountant in public practice or other expert. A professional accountant in public practice may receive a commission from a third party (e.g., a software vendor) in connection with the sale of goods or services to a client. Accepting such a referral fee or commission may give rise to self-interest threats to objectivity and professional competence and due care.
- 240.6 A professional accountant in public practice may also pay a referral fee to obtain a client, for example, where the client continues as a client of another professional accountant in public practice but requires specialist services not offered by the existing accountant. The payment of such a referral fee may also create a self-interest threat to objectivity and professional competence and due care.
- 240.7 A professional accountant in public practice should not pay or receive a referral fee or commission, unless the professional accountant in public practice has established safeguards to eliminate the threats or reduce them to an acceptable level. Such safeguards may include:
- Disclosing to the client any arrangements to pay a referral fee to another professional accountant for the work referred.
  - Disclosing to the client any arrangements to receive a referral fee for referring the client to another professional accountant in public practice.
  - Obtaining advance agreement from the client for commission arrangements in connection with the sale by a third party of goods or services to the client.
- 240.8 A professional accountant in public practice may purchase all or part of another firm on the basis that payments will be made to individuals formerly owning the firm or to their heirs or estates. Such payments are not regarded as commissions or referral fees for the purpose of paragraph 240.5 – 240.7 above.

*Additional guidance on fees is set out in Appendix III.*

## Section 250 Marketing Professional Services

- 250.1 When a professional accountant in public practice solicits new work through advertising\* or other forms of marketing, there may be potential threats to compliance with the fundamental principles. For example, a self-interest threat to compliance with the principle of professional behaviour is created if services, achievements or products are marketed in a way that is inconsistent with that principle.
- 250.2 A professional accountant in public practice should not bring the profession into disrepute when marketing professional services. The professional accountant in public practice should be honest and truthful and should not:
- Make exaggerated claims for services offers, qualifications possessed or experience gained; or
  - Make disparaging references to unsubstantiated comparisons to the work of another.

If the professional accountant in public practice is in doubt whether a proposed form of advertising or marketing is appropriate, the professional accountant in public practice should consult with the Institute.

*Additional requirements are set out in Section 420 "Obtaining Professional Work".*

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\* See Definitions

## Section 260 Gifts and Hospitality

- 260.1 A professional accountant in public practice, or an immediate or close family member, may be offered gifts and hospitality from a client. Such an offer ordinarily gives rise to threats to compliance with the fundamental principles. For example, self-interest threats to objectivity may be created if a gift from a client is accepted; intimidation threats to objectivity may result from the possibility of such offers being made public.
- 260.2 The significance of such threats will depend on the nature, value and intent behind the offer. Where gifts or hospitality which a reasonable and informed third party, having knowledge of all relevant information, would consider clearly insignificant are made a professional accountant in public practice may conclude that the offer is made in the normal course of business without the specific intent to influence decision making or to obtain information. In such cases, the professional accountant in public practice may generally conclude that there is no significant threat to compliance with the fundamental principles.
- 260.3 If evaluated threats are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level. When the threats cannot be eliminated or reduced to an acceptable level through the application of safeguards, a professional accountant in public practice should not accept such an offer.



## Section 270 Custody of Client Assets

- 270.1 A professional accountant in public practice should not assume custody of client monies or other assets unless permitted to do so by law and, if so, in compliance with any additional legal duties imposed on a professional accountant in public practice holding such assets.
- 270.2 The holding of client assets creates threats to compliance with the fundamental principles; for example, there is a self-interest threat to professional behaviour and may be a self interest threat to objectivity arising from holding client assets. To safeguard against such threats, a professional accountant in public practice entrusted with money (or other assets) belonging to others should:
- (a) Keep such assets separately from personal or firm assets;
  - (b) Use such assets only for the purpose for which they are intended;
  - (c) At all times, be ready to account for those assets, and any income, dividends or gains generated, to any persons entitled to such accounting; and
  - (d) Comply with all relevant laws and regulations relevant to the holding of and accounting for such assets.
- 270.3 In addition, professional accountants in public practice should be aware of threats to compliance with the fundamental principles through association with such assets, for example, if the assets were found to derive from illegal activities, such as money laundering. As part of client and engagement acceptance procedures for such services, professional accountants in public practice should make appropriate inquiries about the source of such assets and should consider their legal and regulatory obligations. They may also consider seeking legal advice.

*Additional requirements are set out in Section 430 "Clients' Money".*

## Section 280 Objectivity – All Services

- 280.1 A professional accountant in public practice should consider when providing any professional service whether there are threats to compliance with the fundamental principle of objectivity resulting from having interests in, or relationships with, a client or directors, officers or employees. For example, a familiarity threat to objectivity may be created from a family or close personal or business relationship.
- 280.2 A professional accountant in public practice who provides an assurance service is required to be independent of the assurance client. Independence of mind and in appearance is necessary to enable the professional accountant in public practice to express a conclusion, and be seen to express a conclusion, without bias, conflict of interest or undue influence of others. Section 290 provides specific guidance on independence requirements for professional accountants in public practice when performing an assurance engagement.
- 280.3 The existence of threats to objectivity when providing any professional service will depend upon the particular circumstances of the engagement and the nature of the work that the professional accountant in public practice is performing.
- 280.4 A professional accountant in public practice should evaluate the significance of identified threats and, if they are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level. Such safeguards may include:
- Withdrawing from the engagement team.
  - Supervisory procedures.
  - Terminating the financial or business relationship giving rise to the threat.
  - Discussing the issue with higher levels of management within the firm.
  - Discussing the issue with those charged with governance of the client.

*Additional requirements are set out in Section 440 “Independence – Insolvency Practice”.*

## Section 290 Independence – Assurance Engagements

- 290.1 In the case of an assurance engagement it is in the public interest and, therefore, required by this Code of Ethics, that members of assurance teams\*, firms and, when applicable, network firm\*s be independent of assurance clients.
- 290.2 Assurance engagements are designed to enhance intended users’ degree of confidence about the outcome of the evaluation or measurement of a subject matter against criteria. The International Framework for Assurance Engagements (the Assurance Framework) issued by the International Auditing and Assurance Standards Board describes the elements and objectives of an assurance engagement, and identifies engagements to which International Standards on Auditing (ISAs), International Standards on Review Engagements (ISREs) and International Standards on Assurance Engagements (ISAEs) apply. For a description of the elements and objectives of an assurance engagement reference should be made to the Assurance Framework.
- 290.3 As further explained in the Assurance Framework, in an assurance engagement the professional accountant in public practice expresses a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party about the outcome of the evaluation or measurement of a subject matter against criteria.
- 290.4 The outcome of the evaluation or measurement of a subject matter is the information that results from applying the criteria to the subject matter. The term “subject matter information” is used to mean the outcome of the evaluation or measurement of subject matter. For example:
- The recognition, measurement, presentation and disclosure represented in the financial statements\* (subject matter information) result from applying a financial reporting framework for recognition, measurement, presentation and disclosure, such as International Financial Reporting Standards, (criteria) to an entity’s financial position, financial performance and cash flows (subject matter).
  - An assertion about the effectiveness of internal control (subject matter information) results from applying a framework for evaluating the effectiveness of internal control, such as COSO\*\* or CoCo\*\*\*, (criteria) to internal control, a process (subject matter).
- 290.5 Assurance engagements may be assertion-based or direct reporting. In either case they involve three separate parties: a public accountant in public practice, a responsible party and intended users.

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\* See Definitions

\*\* “Internal Control – Integrated Framework” The Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the US.

\*\*\* “Guidance on Assessing Control – The CoCo Principles” The Risk Management and Governance Board (previously known as the Criteria of Control Board (CoCo)), The Canadian Institute of Chartered Accountants.

- 290.6 In an assertion-based assurance engagement, which includes a financial statement audit engagement\*, the evaluation or measurement of the subject matter is performed by the responsible party, and the subject matter information is in the form of an assertion by the responsible party that is made available to the intended users.
- 290.7 In a direct reporting assurance engagement the professional accountant in public practice either directly performs the evaluation or measurement of the subject matter, or obtains a representation from the responsible party that has performed the evaluation or measurement that is not available to the intended users. The subject matter information is provided to the intended users in the assurance report.
- 290.8 Independence requires:
- Independence of Mind*
- The state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgment, allowing an individual to act with integrity, and exercise objectivity and professional scepticism.
- Independence in Appearance*
- The avoidance of facts and circumstances that are so significant that a reasonable and informed third party, having knowledge of all relevant information, including safeguards applied, would reasonably conclude a firm's, or a member of the assurance team's, integrity, objectivity or professional scepticism had been compromised.
- 290.9 The use of the word "independence" on its own may create misunderstandings. Standing alone, the word may lead observers to suppose that a person exercising professional judgment ought to be free from all economic, financial and other relationships. This is impossible, as every member of society has relationships with others. Therefore, the significance of economic, financial and other relationships should also be evaluated in the light of what a reasonable and informed third party having knowledge of all relevant information would reasonably conclude to be unacceptable.
- 290.10 Many different circumstances, or combination of circumstances, may be relevant and accordingly it is impossible to define every situation that creates threats to independence and specify the appropriate mitigating action that should be taken. In addition, the nature of assurance engagements may differ and consequently different threats may exist, requiring the application of different safeguards. A conceptual framework that requires firms and members of assurance teams to identify, evaluate and address threats to independence, rather than merely comply with a set of specific rules which may be arbitrary, is, therefore, in the public interest.

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\* See Definitions

## **A Conceptual Approach to Independence**

- 290.11 Members of assurance teams, firms and network firms are required to apply the conceptual framework contained in Section 100 to the particular circumstances under consideration. In addition to identifying relationships between the firm, network firms, members of the assurance team and the assurance client, consideration should be given to whether relationships between individuals outside of the assurance team and the assurance client create threats to independence.
- 290.12 The examples presented in this section are intended to illustrate the application of the conceptual framework and are not intended to be, nor should they be interpreted as, an exhaustive list of all circumstances that may create threats to independence. Consequently, it is not sufficient for a member of an assurance team, a firm or a network firm merely to comply with the examples presented, rather they should apply the framework to the particular circumstances they face.
- 290.13 The nature of the threats to independence and the applicable safeguards necessary to eliminate the threats or reduce them to an acceptable level differ depending on the characteristics of the individual assurance engagement: whether it is a financial statement audit engagement or another type of assurance engagement; and in the latter case, the purpose, subject matter information and intended users of the report. A firm should, therefore, evaluate the relevant circumstances, the nature of the assurance engagement and the threats to independence in deciding whether it is appropriate to accept or continue an engagement, as well as the nature of the safeguards required and whether a particular individual should be a member of the assurance team.

## **Assertion-based Assurance Engagements**

### *Financial Statement Audit Engagements*

- 290.14 Financial statement audit engagements are relevant to a wide range of potential users; consequently, in addition to independence of mind, independence in appearance is of particular significance. Accordingly, for financial statement audit clients, the members of the assurance team, the firm and network firms are required to be independent of the financial statement audit client. Such independence requirements include prohibitions regarding certain relationships between members of the assurance team and directors, officers and employees of the client in a position to exert direct and significant influence over the subject matter information (the financial statements). Also, consideration should be given to whether threats to independence are created by relationships with employees of the client in a position to exert direct and significant influence over the subject matter (the financial position, financial performance and cash flows).

### *Other Assertion-based Assurance Engagements*

- 290.15 In an assertion-based assurance engagement where the client is not a financial statement audit client, the members of the assurance team and the firm are required to be independent of the assurance client (the responsible party, which is

responsible for the subject matter information and may be responsible for the subject matter). Such independence requirements include prohibitions regarding certain relationships between members of the assurance team and directors, officers and employees of the client in a position to exert direct and significant influence over the subject matter information. Also, consideration should be given to whether threats to independence are created by relationships with employees of the client in a position to exert direct and significant influence over the subject matter of the engagement. Consideration should also be given to any threats that the firm has reason to believe may be created by network firm interests and relationships.

- 290.16 In the majority of assertion-based assurance engagements, that are not financial statement audit engagements, the responsible party is responsible for the subject matter information and the subject matter. However, in some engagements the responsible party may not be responsible for the subject matter. For example, when a professional accountant in public practice is engaged to perform an assurance engagement regarding a report that an environmental consultant has prepared about a company's sustainability practices, for distribution to intended users, the environmental consultant is the responsible party for the subject matter information but the company is responsible for the subject matter (the sustainability practices).
- 290.17 In those assertion-based assurance engagements that are not financial statement audit engagements, where the responsible party is responsible for the subject matter information but not the subject matter the members of the assurance team and the firm are required to be independent of the party responsible for the subject matter information (the assurance client). In addition, consideration should be given to any threats the firm has reason to believe may be created by interests and relationships between a member of the assurance team, the firm, a network firm and the party responsible for the subject matter.

### **Direct Reporting Assurance Engagements**

- 290.18 In a direct reporting assurance engagement the members of the assurance team and the firm are required to be independent of the assurance client (the party responsible for the subject matter).

### **Restricted Use Reports**

- 290.19 In the case of an assurance report in respect of a non-financial statement audit client expressly restricted for use by identified users, the users of the report are considered to be knowledgeable as to the purpose, subject matter information and limitations of the report through their participation in establishing the nature and scope of the firm's instructions to deliver the services, including the criteria against which the subject matter are to be evaluated or measured. This knowledge and the enhanced ability of the firm to communicate about safeguards with all users of the report increase the effectiveness of safeguards to independence in appearance. These circumstances may be taken into account by the firm in evaluating the threats to independence and considering the applicable safeguards necessary to

eliminate the threats or reduce them to an acceptable level. At a minimum, it will be necessary to apply the provisions of this section in evaluating the independence of members of the assurance team and their immediate and close family. Further, if the firm had a material financial interest, whether direct or indirect, in the assurance client, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level. Limited consideration of any threats created by network firm interests and relationships may be sufficient.

### Multiple Responsible Parties

290.20 In some assurance engagements, whether assertion-based or direct reporting, that are not financial statement audit engagements, there might be several responsible parties. In such engagements, in determining whether it is necessary to apply the provisions in this section to each responsible party, the firm may take into account whether an interest or relationship between the firm, or a member of the assurance team, and a particular responsible party would create a threat to independence that is other than clearly insignificant in the context of the subject matter information. This will take into account factors such as:

- The materiality of the subject matter information (or the subject matter) for which the particular responsible party is responsible; and
- The degree of public interest associated with the engagement.

If the firm determines that the threat to independence created by any such interest or relationship with a particular responsible party would be clearly insignificant it may not be necessary to apply all of the provisions of this section to that responsible party.

### Other Considerations

290.21 The threats and safeguards identified in this section are generally discussed in the context of interests or relationships between the firm, network firms, members of the assurance team and the assurance client. In the case of a financial statement audit client that is a listed entity or public interest entity\*, the firm and any network firms are required to consider the interests and relationships that involve that client's related entities. Ideally those entities and the interests and relationships should be identified in advance. For all other assurance clients, when the assurance team has reason to believe that a related entity\* of such an assurance client is relevant to the evaluation of the firm's independence of the client, the assurance team should consider that related entity when evaluating independence and applying appropriate safeguards.

290.22 The evaluation of threats to independence and subsequent action should be supported by evidence obtained before accepting the engagement and while it is being performed. The obligation to make such an evaluation and take action arises when a firm, a network firm or a member of the assurance team knows, or could

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\* See Definitions

reasonably be expected to know, of circumstances or relationships that might compromise independence. There may be occasions when the firm, a network firm or an individual inadvertently violates this section. If such an inadvertent violation occurs, it would generally not compromise independence with respect to an assurance client provided the firm has appropriate quality control policies and procedures in place to promote independence and, once discovered, the violation is corrected promptly and any necessary safeguards are applied.

- 290.23 Throughout this section, reference is made to significant and clearly insignificant threats in the evaluation of independence. In considering the significance of any particular matter, qualitative as well as quantitative factors should be taken into account. A matter should be considered clearly insignificant only if it is deemed to be both trivial and inconsequential.

### **Objective and Structure of This Section**

- 290.24 The objective of this section is to assist firms and members of assurance teams in:

- (a) Identifying threats to independence;
- (b) Evaluating whether these threats are clearly insignificant; and
- (c) In cases when the threats are not clearly insignificant, identifying and applying appropriate safeguards to eliminate or reduce the threats to an acceptable level.

Consideration should always be given to what a reasonable and informed third party having knowledge of all relevant information, including safeguards applied, would reasonably conclude to be unacceptable. In situations when no safeguards are available to reduce the threat to an acceptable level, the only possible actions are to eliminate the activities or interest creating the threat, or to refuse to accept or continue the assurance engagement.

- 290.25 This section concludes with some examples of how this conceptual approach to independence is to be applied to specific circumstances and relationships. The examples discuss threats to independence that may be created by specific circumstances and relationships (paragraphs 290.100 onwards). Professional judgment is used to determine the appropriate safeguards to eliminate threats to independence or to reduce them to an acceptable level. In certain examples, the threats to independence are so significant the only possible actions are to eliminate the activities or interest creating the threat, or to refuse to accept or continue the assurance engagement. In other examples, the threat can be eliminated or reduced to an acceptable level by the application of safeguards. The examples are not intended to be all-inclusive.

- 290.26 Certain examples in this section indicate how the framework is to be applied to a financial statement audit engagement for a listed entity and/or public interest entity. Where there is no differentiation between listed entities and/or public interest entities and other entities, the examples that relate to financial statement audit engagements for listed entities and/or public interest entities should be considered to apply to all financial statement audit engagements.



- 290.27 When threats to independence that are not clearly insignificant are identified, and the firm decides to accept or continue the assurance engagement, the decision should be documented. The documentation should include a description of the threats identified and the safeguards applied to eliminate or reduce the threats to an acceptable level.
- 290.28 The evaluation of the significance of any threats to independence and the safeguards necessary to reduce any threats to an acceptable level, takes into account the public interest. Listed entities and public interest entities are of significant public interest because, as a result of their business, their size or their corporate status they have a wide range of stakeholders. Because of the strong public interest in the financial statements of listed entities and public interest entities, certain paragraphs in this section deal with additional matters that are relevant to the financial statement audit of listed entities and/or public interest entities.
- 290.29 Audit committees can have an important corporate governance role when they are independent of client management and can assist the Board of Directors in satisfying themselves that a firm is independent in carrying out its audit role. There should be regular communications between the firm and the audit committee (or other governance body if there is no audit committee) of listed entities regarding relationships and other matters that might, in the firm's opinion, reasonably be thought to bear on independence.
- 290.30 Firms should establish policies and procedures relating to independence communications with audit committees, or others charged with governance of the client. In the case of the financial statement audit of listed entities, the firm should communicate orally and in writing at least annually, all relationships and other matters between the firm, network firms and the financial statement audit client that in the firm's professional judgment may reasonably be thought to bear on independence. Matters to be communicated will vary in each circumstance and should be decided by the firm, but should generally address the relevant matters set out in this section.

### **Engagement Period**

- 290.31 The members of the assurance team and the firm should be independent of the assurance client during the period of the assurance engagement. The period of the engagement starts when the assurance team begins to perform assurance services and ends when the assurance report is issued, except when the assurance engagement is of a recurring nature. If the assurance engagement is expected to recur, the period of the assurance engagement ends with the notification by either party that the professional relationship has terminated or the issuance of the final assurance report, whichever is later.
- 290.32 In the case of a financial statement audit engagement, the engagement period includes the period covered by the financial statements reported on by the firm. When an entity becomes a financial statement audit client during or after the period covered by the financial statements that the firm will report on, the firm should consider whether any threats to independence may be created by:

- Financial or business relationships with the audit client during or after the period covered by the financial statements, but prior to the acceptance of the financial statement audit engagement; or
- Previous services provided to the audit client.

Similarly, in the case of an assurance engagement that is not a financial statement audit engagement, the firm should consider whether any financial or business relationships or previous services may create threats to independence.

290.33 If a non-assurance service was provided to the financial statement audit client during or after the period covered by the financial statements but before the commencement of professional services in connection with the financial statement audit and the service would be prohibited during the period of the audit engagement, consideration should be given to the threats to independence, if any, arising from the service. If the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards may include:

- Discussing independence issues related to the provision of the non-assurance service with those charged with governance of the client, such as the audit committee;
- Obtaining the client's acknowledgement of responsibility for the results of the non-assurance service;
- Precluding personnel who provided the non-assurance service from participating in the financial statement audit engagement; and
- Engaging another firm to review the results of the non-assurance service or having another firm re-perform the non-assurance service to the extent necessary to enable it to take responsibility for the service.

290.34 A non-assurance service provided to a non-listed financial statement audit client will not impair the firm's independence when the client becomes a listed entity provided:

- (a) The previous non-assurance service was permissible under this section for non-listed financial statement audit clients;
- (b) The service will be terminated within a reasonable period of time of the client becoming a listed entity, if they are impermissible under this section for financial statement audit clients that are listed entities; and
- (c) The firm has implemented appropriate safeguards to eliminate any threats to independence arising from the previous service or reduce them to an acceptable level.

## APPLICATION OF FRAMEWORK TO SPECIFIC SITUATIONS

### CONTENTS

	Paragraph
Introduction .....	290.100
Financial Interests .....	290.104
Provisions Applicable to All Assurance Clients .....	290.106
Provisions Applicable to Financial Statement Audit Clients .....	290.113
Provisions Applicable to Non-Financial Statement Audit Assurance Clients .....	290.122
Loans and Guarantees .....	290.126
Close Business Relationships with Assurance Clients .....	290.132
Family and Personal Relationships .....	290.135
Employment with Assurance Clients .....	290.143
Recent Service with Assurance Clients .....	290.146
Serving as an Officer or Director on the Board of Assurance Clients .....	290.149
Long Association of Senior Personnel with Assurance Clients	
General Provisions .....	290.153
Financial Statement Audit Clients that are Listed Entities or Public Interest Entities .....	290.154
Provision of Non-assurance Services to Assurance Clients .....	290.158
Preparing Accounting Records and Financial Statements .....	290.166
General Provisions .....	290.169
Financial Statement Audit Clients that are Not Listed Entities or Public Interest Entities .....	290.170
Financial Statement Audit Clients that are Listed Entities or Public Interest Entities .....	290.171
Valuation Services .....	290.174
Provision of Taxation Services to Financial Statement Audit Clients .....	290.180
Provision of Internal Audit Services to Financial Statement Audit Clients .....	290.181
Provision of IT Systems Services to Financial Statement Audit Clients .....	290.187

Temporary Staff Assignments to Financial Statement Audit Clients .....	290.192
Provision of Litigation Support Services to Financial Statement Audit Clients .....	290.193
Provision of Dispute Resolution Services to Financial Statement Audit Clients .....	290.196
Recruiting Senior Management .....	290.203
Corporate Finance and Similar Activities .....	290.204
<b>Fees and Pricing</b>	
Fees – Relative Size .....	290.206
Fees – Overdue .....	290.208
Pricing .....	290.209
Contingent Fees .....	290.210
Gifts and Hospitality .....	290.212
Actual or Threatened Litigation .....	290.214

**INTERPRETATIONS AND  
TRANSITIONAL PROVISIONS FOR SECTION 290**

Application of Section 290 to assurance engagements that are not financial statement audit engagements .....	2005-01
Transition provision relating to engagement partner rotation for audit clients .....	2007-01
Transition provision relating to the provision of non-assurance services to assurance clients .....	2007-02

## Introduction

- 290.100 The following examples describe specific circumstances and relationships that may create threats to independence. The examples describe the potential threats created and the safeguards that may be appropriate to eliminate the threats or reduce them to an acceptable level in each circumstance. The examples are not all inclusive. In practice, the firm, network firms and the members of the assurance team will be required to assess the implications of similar, but different, circumstances and relationships and to determine whether safeguards, including the safeguards in paragraphs 200.12 through 200.15 can be applied to satisfactorily address the threats to independence.
- 290.101 Some of the examples deal with financial statement audit clients while others deal with assurance engagements for clients that are not financial statement audit clients. The examples illustrate how safeguards should be applied to fulfil the requirement for the members of the assurance team, the firm and network firms to be independent of a financial statement audit client, and for the professional accountants of the assurance team and the firm to be independent of an assurance client that is not a financial statement audit client. The examples do not include assurance reports to a non-financial statement audit client expressly restricted for use by identified users. As stated in paragraph 290.19 for such engagements, members of the assurance team and their immediate and close family are required to be independent of the assurance client. Further, the firm should not have a material financial interest, direct or indirect, in the assurance client.
- 290.102 The examples illustrate how the framework applies to financial statement audit clients and other assurance clients. The examples should be read in conjunction with paragraphs 290.20 which explain that, in the majority of assurance engagements, there is one responsible party and that responsible party comprises the assurance client. However, in some assurance engagements there are two responsible parties. In such circumstances, consideration should be given to any threats the firm has reason to believe may be created by interests and relationships between a member of the assurance team, the firm, a network firm and the party responsible for the subject matter.
- 290.103 Interpretation 2005-01 to this section provides further guidance on the application of the independence requirements contained in this section to assurance engagements that are not financial statement audit engagements.

## Financial Interests

- 290.104 A financial interest in an assurance client may create a self-interest threat. In evaluating the significance of the threat, and the appropriate safeguards to be applied to eliminate the threat or reduce it to an acceptable level, it is necessary to examine the nature of the financial interest. This includes an evaluation of the role of the person holding the financial interest, the materiality of the financial interest and the type of financial interest (direct or indirect).

290.105 When evaluating the type of financial interest, consideration should be given to the fact that financial interests range from those where the individual has no control over the investment vehicle or the financial interest held (e.g., a mutual fund, unit trust or similar intermediary vehicle) to those where the individual has control over the financial interest (e.g., as a trustee) or is able to influence investment decisions. In evaluating the significance of any threat to independence, it is important to consider the degree of control or influence that can be exercised over the intermediary, the financial interest held, or its investment strategy. When control exists, the financial interest should be considered direct. Conversely, when the holder of the financial interest has no ability to exercise such control the financial interest should be considered indirect.

### Provisions Applicable to All Assurance Clients

290.106 If a member of the assurance team, or their immediate family member, has a direct financial interest\*, or a material indirect financial interest\*, in the assurance client, the self-interest threat created would be so significant the only safeguards available to eliminate the threat or reduce it to an acceptable level would be to:

- (a) Dispose of the direct financial interest prior to the individual becoming a member of the assurance team;
- (b) Dispose of the indirect financial interest in total or dispose of a sufficient amount of it so that the remaining interest is no longer material prior to the individual becoming a member of the assurance team; or
- (c) Remove the member of the assurance team from the assurance engagement.

290.107 If a member of the assurance team, or their immediate family member receives, by way of, for example, an inheritance, gift or, as a result of a merger, a direct financial interest or a material indirect financial interest in the assurance client, a self-interest threat would be created. The following safeguards should be applied to eliminate the threat or reduce it to an acceptable level:

- (a) Disposing of the financial interest at the earliest practical date; or
- (b) Removing the member of the assurance team from the assurance engagement.

During the period prior to disposal of the financial interest or the removal of the individual from the assurance team, consideration should be given to whether additional safeguards are necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Discussing the matter with those charged with governance, such as the audit committee; or
- Involving an additional professional accountant to review the work done, or otherwise advise as necessary.

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\* See Definitions

- 290.108 When a member of the assurance team knows that his or her close family member has a direct financial interest or a material indirect financial interest in the assurance client, a self-interest threat may be created. In evaluating the significance of any threat, consideration should be given to the nature of the relationship between the member of the assurance team and the close family member and the materiality of the financial interest. Once the significance of the threat has been evaluated, safeguards should be considered and applied as necessary. Such safeguards might include:
- The close family member disposing of all or a sufficient portion of the financial interest at the earliest practical date;
  - Discussing the matter with those charged with governance, such as the audit committee;
  - Involving an additional professional accountant who did not take part in the assurance engagement to review the work done by the member of the assurance team with the close family relationship or otherwise advise as necessary; or
  - Removing the individual from the assurance engagement.
- 290.109 When a firm or a member of the assurance team holds a direct financial interest or a material indirect financial interest in the assurance client as a trustee, a self-interest threat may be created by the possible influence of the trust over the assurance client. Accordingly, such an interest should only be held when:
- (a) The member of the assurance team, an immediate family member of the member of the assurance team, and the firm are not beneficiaries of the trust;
  - (b) The interest held by the trust in the assurance client is not material to the trust;
  - (c) The trust is not able to exercise significant influence over the assurance client; and
  - (d) The member of the assurance team or the firm does not have significant influence over any investment decision involving a financial interest in the assurance client.
- 290.110 Consideration should be given to whether a self-interest threat may be created by the financial interests of individuals outside of the assurance team and their immediate and close family members. Such individuals would include:
- Partners, and their immediate family members, who are not members of the assurance team;
  - Partners and managerial employees who provide non-assurance services to the assurance client; and
  - Individuals who have a close personal relationship with a member of the assurance team.

Whether the interests held by such individuals may create a self-interest threat will depend upon factors such as:

- The firm's organisational, operating and reporting structure; and
- The nature of the relationship between the individual and the member of the assurance team.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Where appropriate, policies to restrict people from holding such interests;
- Discussing the matter with those charged with governance, such as the audit committee; or
- Involving an additional professional accountant who did not take part in the assurance engagement to review the work done or otherwise advise as necessary.

290.111 An inadvertent violation of this section as it relates to a financial interest in an assurance client would not impair the independence of the firm, the network firm or a member of the assurance team when:

- (a) The firm, and the network firm, have established policies and procedures that require all professionals to report promptly to the firm any breaches resulting from the purchase, inheritance or other acquisition of a financial interest in the assurance client;
- (b) The firm, and the network firm, promptly notify the professional that the financial interest should be disposed of; and
- (c) The disposal occurs at the earliest practical date after identification of the issue, or the professional is removed from the assurance team.

290.112 When an inadvertent violation of this section relating to a financial interest in an assurance client has occurred, the firm should consider whether any safeguards should be applied. Such safeguards might include:

- Involving an additional professional accountant who did not take part in the assurance engagement to review the work done by the member of the assurance team; or
- Excluding the individual from any substantive decision-making concerning the assurance engagement.

### **Provisions Applicable to Financial Statement Audit Clients**

290.113 If a firm, or a network firm, has a direct financial interest in a financial statement audit client of the firm the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level. Consequently, disposal



of the financial interest would be the only action appropriate to permit the firm to perform the engagement.

- 290.114 If a firm, or a network firm, has a material indirect financial interest in a financial statement audit client of the firm a self-interest threat is also created. The only actions appropriate to permit the firm to perform the engagement would be for the firm, or the network firm, either to dispose of the indirect interest in total or to dispose of a sufficient amount of it so that the remaining interest is no longer material.
- 290.115 If a firm, or a network firm, has a material financial interest in an entity that has a controlling interest in a financial statement audit client, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level. The only actions appropriate to permit the firm to perform the engagement would be for the firm, or the network firm, either to dispose of the financial interest in total or to dispose of a sufficient amount of it so that the remaining interest is no longer material.
- 290.116 If the retirement benefit plan of a firm, or network firm, has a financial interest in a financial statement audit client a self-interest threat may be created. Accordingly, the significance of any such threat created should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate the threat or reduce it to an acceptable level.
- 290.117 If other partners, including partners who do not perform assurance engagements, or their immediate family, in the office\* in which the engagement partner\* practices in connection with the financial statement audit hold a direct financial interest or a material indirect financial interest in that audit client, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level. Accordingly, such partners or their immediate family should not hold any such financial interests in such an audit client.
- 290.118 The office in which the engagement partner practices in connection with the financial statement audit is not necessarily the office to which that partner is assigned. Accordingly, when the engagement partner is located in a different office from that of the other members of the assurance team, judgment should be used to determine in which office the partner practices in connection with that audit.
- 290.119 If other partners and managerial employees who provide non-assurance services to the financial statement audit client, except those whose involvement is clearly insignificant, or their immediate family, hold a direct financial interest or a material indirect financial interest in the audit client, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level. Accordingly, such personnel or their immediate family should not hold any such financial interests in such an audit client.
- 290.120 A financial interest in a financial statement audit client that is held by an immediate family member of (a) a partner located in the office in which the engagement partner practices in connection with the audit, or (b) a partner or

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\* See Definitions

managerial employee who provides non-assurance services to the audit client is not considered to create an unacceptable threat provided it is received as a result of their employment rights (e.g., pension rights or share options) and, where necessary, appropriate safeguards are applied to reduce any threat to independence to an acceptable level.

- 290.121 A self-interest threat may be created if the firm, or the network firm, or a member of the assurance team has an interest in an entity and a financial statement audit client, or a director, officer or controlling owner thereof also has an investment in that entity. Independence is not compromised with respect to the audit client if the respective interests of the firm, the network firm, or member of the assurance team, and the audit client, or director, officer or controlling owner thereof are both immaterial and the audit client cannot exercise significant influence over the entity. If an interest is material, to either the firm, the network firm or the audit client, and the audit client can exercise significant influence over the entity, no safeguards are available to reduce the threat to an acceptable level and the firm, or the network firm, should either dispose of the interest or decline the audit engagement. Any member of the assurance team with such a material interest should either:
- (a) Dispose of the interest;
  - (b) Dispose of a sufficient amount of the interest so that the remaining interest is no longer material; or
  - (c) Withdraw from the audit.

### **Provisions Applicable to Non-Financial Statement Audit Assurance Clients**

- 290.122 If a firm has a direct financial interest in an assurance client that is not a financial statement audit client the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level. Consequently, disposal of the financial interest would be the only action appropriate to permit the firm to perform the engagement.
- 290.123 If a firm has a material indirect financial interest in an assurance client that is not a financial statement audit client a self-interest threat is also created. The only action appropriate to permit the firm to perform the engagement would be for the firm to either dispose of the indirect interest in total or to dispose of a sufficient amount of it so that the remaining interest is no longer material.
- 290.124 If a firm has a material financial interest in an entity that has a controlling interest in an assurance client that is not a financial statement audit client, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level. The only action appropriate to permit the firm to perform the engagement would be for the firm either to dispose of the financial interest in total or to dispose of a sufficient amount of it so that the remaining interest is no longer material.

290.125 When a restricted use report for an assurance engagement that is not a financial statement audit engagement is issued, exceptions to the provisions in paragraphs 290.106 through 290.110 and 290.122 through 290.124 are set out in 290.19.

## **Loans and Guarantees**

290.126 A loan, or a guarantee of a loan, to the firm from an assurance client that is a bank or a similar institution, would not create a threat to independence provided the loan, or guarantee, is made under normal lending procedures, terms and requirements and the loan is immaterial to both the firm and the assurance client. If the loan is material to the assurance client or the firm it may be possible, through the application of safeguards, to reduce the self-interest threat created to an acceptable level. Such safeguards might include involving an additional professional accountant from outside the firm, or network firm, to review the work performed.

290.127 A loan, or a guarantee of a loan, from an assurance client that is a bank or a similar institution, to a member of the assurance team or their immediate family would not create a threat to independence provided the loan, or guarantee, is made under normal lending procedures, terms and requirements. Examples of such loans include home mortgages, bank overdrafts, car loans and credit card balances.

290.128 Similarly, deposits made by, or brokerage accounts of, a firm or a member of the assurance team with an assurance client that is a bank, broker or similar institution would not create a threat to independence provided the deposit or account is held under normal commercial terms.

290.129 If the firm, or a member of the assurance team, makes a loan to an assurance client, that is not a bank or similar institution, or guarantees such an assurance client's borrowing, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level, unless the loan or guarantee is immaterial to both the firm or the member of the assurance team and the assurance client.

290.130 Similarly, if the firm or a member of the assurance team accepts a loan from, or has borrowing guaranteed by, an assurance client that is not a bank or similar institution, the self-interest threat created would be so significant no safeguard could reduce the threat to an acceptable level, unless the loan or guarantee is immaterial to both the firm or the member of the assurance team and the assurance client.

290.131 The examples in paragraphs 290.126 through 290.130 relate to loans and guarantees between the firm and an assurance client. In the case of a financial statement audit engagement, the provisions should be applied to the firm, all network firms and the audit client.

## Close Business Relationships With Assurance Clients

290.132 A close business relationship between a firm or a member of the assurance team and the assurance client or its management, or between the firm, a network firm and a financial statement audit client, will involve a commercial or common financial interest and may create self-interest and intimidation threats. The following are examples of such relationships:

- Having a material financial interest in a joint venture with the assurance client or a controlling owner, director, officer or other individual who performs senior managerial functions for that client.
- Arrangements to combine one or more services or products of the firm with one or more services or products of the assurance client and to market the package with reference to both parties.
- Distribution or marketing arrangements under which the firm acts as a distributor or marketer of the assurance client's products or services, or the assurance client acts as the distributor or marketer of the products or services of the firm.

In the case of a financial statement audit client, unless the financial interest is immaterial and the relationship is clearly insignificant to the firm, the network firm and of the audit client, no safeguards could reduce the threat to an acceptable level. In the case an assurance client that is not a financial statement audit client, unless the financial interest is immaterial and the relationship is clearly insignificant to the firm and the assurance client, no safeguards could reduce the threat to an acceptable level. Consequently, in both these circumstances the only possible courses of action are to:

- (a) Terminate the business relationship;
- (b) Reduce the magnitude of the relationship so that the financial interest is immaterial and the relationship is clearly insignificant; or
- (c) Refuse to perform the assurance engagement.

Unless any such financial interest is immaterial and the relationship is clearly insignificant to the member of the assurance team, the only appropriate safeguard would be to remove the individual from the assurance team.

290.133 In the case of a financial statement audit client, business relationships involving an interest held by the firm, a network firm or a member of the assurance team or their immediate family in a closely held entity when the audit client or a director or officer of the audit client, or any group thereof, also has an interest in that entity, do not create threats to independence provided:

- (a) The relationship is clearly insignificant to the firm, the network firm and the audit client;
- (b) The interest held is immaterial to the investor, or group of investors; and

- (c) The interest does not give the investor, or group of investors, the ability to control the closely held entity.

290.134 The purchase of goods and services from an assurance client by the firm (or from a financial statement audit client by a network firm) or a member of the assurance team would not generally create a threat to independence providing the transaction is in the normal course of business and on an arm's length basis. However, such transactions may be of a nature or magnitude so as to create a self-interest threat. If the threat created is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Eliminating or reducing the magnitude of the transaction;
- Removing the individual from the assurance team; or
- Discussing the issue with those charged with governance, such as the audit committee.

### **Family and Personal Relationships**

290.135 Family and personal relationships between a member of the assurance team and a director, an officer or certain employees, depending on their role, of the assurance client, may create self-interest, familiarity or intimidation threats. It is impracticable to attempt to describe in detail the significance of the threats that such relationships may create. The significance will depend upon a number of factors including the individual's responsibilities on the assurance engagement, the closeness of the relationship and the role of the family member or other individual within the assurance client. Consequently, there is a wide spectrum of circumstances that will need to be evaluated and safeguards to be applied to reduce the threat to an acceptable level.

290.136 When an immediate family member of a member of the assurance team is a director, an officer or an employee of the assurance client in a position to exert direct and significant influence over the subject matter information of the assurance engagement, or was in such a position during any period covered by the engagement, the threats to independence can only be reduced to an acceptable level by removing the individual from the assurance team. The closeness of the relationship is such that no other safeguard could reduce the threat to independence to an acceptable level. If application of this safeguard is not used, the only course of action is to withdraw from the assurance engagement. For example, in the case of an audit of financial statements, if the spouse of a member of the assurance team is an employee in a position to exert direct and significant influence over the preparation of the audit client's accounting records or financial statements, the threat to independence could only be reduced to an acceptable level by removing the individual from the assurance team.

290.137 When an immediate family member of a member of the assurance team is an employee in a position to exert direct and significant influence over the subject matter of the engagement, threats to independence may be created. The significance of the threats will depend on factors such as:

- The position the immediate family member holds with the client; and
- The role of the professional on the assurance team.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Removing the individual from the assurance team;
- Where possible, structuring the responsibilities of the assurance team so that the professional does not deal with matters that are within the responsibility of the immediate family member; or
- Policies and procedures to empower staff to communicate to senior levels within the firm any issue of independence and objectivity that concerns them.

290.138 When a close family member of a member of the assurance team is a director, an officer, or an employee of the assurance client in a position to exert direct and significant influence over the subject matter information of the assurance engagement, threats to independence may be created. The significance of the threats will depend on factors such as:

- The position the close family member holds with the client; and
- The role of the professional on the assurance team.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Removing the individual from the assurance team;
- Where possible, structuring the responsibilities of the assurance team so that the professional does not deal with matters that are within the responsibility of the close family member; or
- Policies and procedures to empower staff to communicate to senior levels within the firm any issue of independence and objectivity that concerns them.

290.139 In addition, self-interest, familiarity or intimidation threats may be created when a person who is other than an immediate or close family member of a member of the assurance team has a close relationship with the member of the assurance team and is a director, an officer or an employee of the assurance client in a position to exert direct and significant influence over the subject matter information of the assurance engagement. Therefore, members of the assurance team are responsible for identifying any such persons and for consulting in accordance with firm procedures. The evaluation of the significance of any threat

created and the safeguards appropriate to eliminate the threat or reduce it to an acceptable level will include considering matters such as the closeness of the relationship and the role of the individual within the assurance client.

- 290.140 Consideration should be given to whether self-interest, familiarity or intimidation threats may be created by a personal or family relationship between a partner or employee of the firm who is not a member of the assurance team and a director, an officer or an employee of the assurance client in a position to exert direct and significant influence over the subject matter information of the assurance engagement. Therefore partners and employees of the firm are responsible for identifying any such relationships and for consulting in accordance with firm procedures. The evaluation of the significance of any threat created and the safeguards appropriate to eliminate the threat or reduce it to an acceptable level will include considering matters such as the closeness of the relationship, the interaction of the firm professional with the assurance team, the position held within the firm, and the role of the individual within the assurance client.
- 290.141 An inadvertent violation of this section as it relates to family and personal relationships would not impair the independence of a firm or a member of the assurance team when:
- (a) The firm has established policies and procedures that require all professionals to report promptly to the firm any breaches resulting from changes in the employment status of their immediate or close family members or other personal relationships that create threats to independence;
  - (b) Either the responsibilities of the assurance team are re-structured so that the professional does not deal with matters that are within the responsibility of the person with whom he or she is related or has a personal relationship, or, if this is not possible, the firm promptly removes the professional from the assurance engagement; and
  - (c) Additional care is given to reviewing the work of the professional.
- 290.142 When an inadvertent violation of this section relating to family and personal relationships has occurred, the firm should consider whether any safeguards should be applied. Such safeguards might include:
- Involving an additional professional accountant who did not take part in the assurance engagement to review the work done by the member of the assurance team; or
  - Excluding the individual from any substantive decision-making concerning the assurance engagement.

### **Employment with Assurance Clients**

- 290.143 A firm or a member of the assurance team's independence may be threatened if a director, an officer or an employee of the assurance client in a position to exert direct and significant influence over the subject matter information of the

assurance engagement has been a member of the assurance team or partner of the firm. Such circumstances may create self-interest, familiarity and intimidation threats particularly when significant connections remain between the individual and his or her former firm. Similarly, a member of the assurance team's independence may be threatened when an individual participates in the assurance engagement knowing, or having reason to believe, that he or she is to, or may, join the assurance client some time in the future.

290.144 If a member of the assurance team, partner or former partner of the firm has joined the assurance client, the significance of the self-interest, familiarity or intimidation threats created will depend upon the following factors:

- (a) The position the individual has taken at the assurance client.
- (b) The amount of any involvement the individual will have with the assurance team.
- (c) The length of time that has passed since the individual was a member of the assurance team or firm.
- (d) The former position of the individual within the assurance team or firm.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Considering the appropriateness or necessity of modifying the assurance plan for the assurance engagement;
- Assigning an assurance team to the subsequent assurance engagement that is of sufficient experience in relation to the individual who has joined the assurance client;
- Involving an additional professional accountant who was not a member of the assurance team to review the work done or otherwise advise as necessary; or
- Quality control review of the assurance engagement.

In all cases, all of the following safeguards are necessary to reduce the threat to an acceptable level:

- (a) The individual concerned is not entitled to any benefits or payments from the firm unless these are made in accordance with fixed pre-determined arrangements. In addition, any amount owed to the individual should not be of such significance to threaten the firm's independence.
- (b) The individual does not continue to participate or appear to participate in the firm's business or professional activities.

290.145 A self-interest threat is created when a member of the assurance team participates in the assurance engagement while knowing, or having reason to believe, that he or she is to, or may, join the assurance client some time in the



future. This threat can be reduced to an acceptable level by the application of all of the following safeguards:

- (a) Policies and procedures to require the individual to notify the firm when entering serious employment negotiations with the assurance client.
- (b) Removal of the individual from the assurance engagement.

In addition, consideration should be given to performing an independent review of any significant judgments made by that individual while on the engagement.

### **Recent Service with Assurance Clients**

290.146 To have a former officer, director or employee of the assurance client serve as a member of the assurance team may create self-interest, self-review and familiarity threats. This would be particularly true when a member of the assurance team has to report on, for example, subject matter information he or she had prepared or elements of the financial statements he or she had valued while with the assurance client.

290.147 If, during the period covered by the assurance report, a member of the assurance team had served as an officer or director of the assurance client, or had been an employee in a position to exert direct and significant influence over the subject matter information of the assurance engagement, the threat created would be so significant no safeguard could reduce the threat to an acceptable level. Consequently, such individuals should not be assigned to the assurance team.

290.148 If, prior to the period covered by the assurance report, a member of the assurance team had served as an officer or director of the assurance client, or had been an employee in a position to exert direct and significant influence over the subject matter information of the assurance engagement, this may create self-interest, self-review and familiarity threats. For example, such threats would be created if a decision made or work performed by the individual in the prior period, while employed by the assurance client, is to be evaluated in the current period as part of the current assurance engagement. The significance of the threats will depend upon factors such as:

- The position the individual held with the assurance client;
- The length of time that has passed since the individual left the assurance client; and
- The role the individual plays on the assurance team.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Involving an additional professional accountant to review the work done by the individual as part of the assurance team or otherwise advise as necessary; or

- Discussing the issue with those charged with governance, such as the audit committee.

### **Serving as an Officer or Director on the Board of Assurance Clients**

290.149 If a partner or employee of the firm serves as an officer or as a director on the board of an assurance client the self-review and self-interest threats created would be so significant no safeguard could reduce the threats to an acceptable level. In the case of a financial statement audit engagement, if a partner or employee of a network firm were to serve as an officer or as a director on the board of the audit client the threats created would be so significant no safeguard could reduce the threats to an acceptable level. Consequently, if such an individual were to accept such a position the only course of action is to refuse to perform, or to withdraw from the assurance engagement.

290.150 *[This paragraph is intentionally kept blank]*

290.151 *[This paragraph is intentionally kept blank]*

290.152 *[This paragraph is intentionally kept blank]*

### **Long Association of Senior Personnel With Assurance Clients**

#### **General Provisions**

290.153 Using the same senior personnel on an assurance engagement over a long period of time may create a familiarity threat. The significance of the threat will depend upon factors such as:

- The length of time that the individual has been a member of the assurance team;
- The role of the individual on the assurance team;
- The structure of the firm; and
- The nature of the assurance engagement.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied to reduce the threat to an acceptable level. Such safeguards might include:

- Rotating the senior personnel off the assurance team;
- Involving an additional professional accountant who was not a member of the assurance team to review the work done by the senior personnel or otherwise advise as necessary; or
- Independent internal quality reviews.

**Financial Statement Audit Clients that are Listed Entities or Public Interest Entities**

290.154 Using the same engagement partner or the same individual responsible for the engagement quality control review\* on a financial statement audit over a prolonged period may create a familiarity threat. This threat is particularly relevant in the context of the financial statement audit of a listed entity or public interest entity and safeguards should be applied in such situations to reduce such threat to an acceptable level. Accordingly in respect of the financial statement audit of listed entities and public interest entities:

- (a) The engagement partner and the individual responsible for the engagement quality control review should be rotated after serving in either capacity, or a combination thereof, for a period of no more than five years; and
- (b) Such an individual rotating after such period should not participate in the audit engagement until a further period of two years has elapsed.

290.155 When a financial statement audit client becomes a listed entity the length of time the engagement partner or the individual responsible for the engagement quality control review has served the audit client in that capacity should be considered in determining when the individual should be rotated. However, the person may continue to serve as the engagement partner or as the individual responsible for the engagement quality control review for two additional years before rotating off the engagement.

290.156 While the engagement partner and the individual responsible for the engagement quality control review should be rotated after such a pre-defined period, some degree of flexibility over timing of rotation may be necessary in certain circumstances. Examples of such circumstances include:

- Situations when the person's continuity is especially important to the financial statement audit client, for example, when there will be major changes to the audit client's structure that would otherwise coincide with the rotation of the person's;
- Situations when, due to the size of the firm, rotation is not possible or does not constitute an appropriate safeguard; and
- Situations when a regulatory authority empowered by law expressly allows such flexibility.

In all such circumstances when the person is not rotated after such a pre-defined period equivalent safeguards should be applied to reduce any threats to an acceptable level.

290.157 When a firm has only a few people with the necessary knowledge and experience to serve as engagement partner or individual responsible for the engagement quality control review on a financial statement audit client that is a listed entity or public interest entity, rotation may not be an appropriate safeguard. In these circumstances the firm should apply other safeguards to reduce the threat to an

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\* See Definitions

acceptable level. Such safeguards would include involving an additional professional accountant who was not otherwise associated with the assurance team to review the work done or otherwise advise as necessary. This individual could be someone from outside the firm or someone within the firm who was not otherwise associated with the assurance team.

### **Provision of Non-assurance Services to Assurance Clients**

- 290.158 Firms have traditionally provided to their assurance clients a range of non-assurance services that are consistent with their skills and expertise. Assurance clients value the benefits that derive from having these firms, which have a good understanding of the business, bring their knowledge and skill to bear in other areas. Furthermore, the provision of such non-assurance services will often result in the assurance team obtaining information regarding the assurance client's business and operations that is helpful in relation to the assurance engagement. The greater the knowledge of the assurance client's business, the better the assurance team will understand the assurance client's procedures and controls, and the business and financial risks that it faces. The provision of non-assurance services may, however, create threats to the independence of the firm, a network firm or the members of the assurance team, particularly with respect to perceived threats to independence. Consequently, it is necessary to evaluate the significance of any threat created by the provision of such services. In some cases it may be possible to eliminate or reduce the threat created by application of safeguards. In other cases no safeguards are available to reduce the threat to an acceptable level.
- 290.159 The following activities would generally create self-interest or self-review threats that are so significant that only avoidance of the activity or refusal to perform the assurance engagement would reduce the threats to an acceptable level:
- Authorizing, executing or consummating a transaction, or otherwise exercising authority on behalf of the assurance client, or having the authority to do so.
  - Determining which recommendation of the firm should be implemented.
  - Reporting, in a management role, to those charged with governance.
- 290.160 The examples set out in paragraphs 290.166 through 290.205 are addressed in the context of the provision of non-assurance services to an assurance client. The potential threats to independence will most frequently arise when a non-assurance service is provided to a financial statement audit client. The financial statements of an entity provide financial information about a broad range of transactions and events that have affected the entity. The subject matter information of other assurance services, however, may be limited in nature. Threats to independence, however, may also arise when a firm provides a non-assurance service related to the subject matter information, of a non-financial statement audit assurance engagement. In such cases, consideration should be given to the significance of the firm's involvement with the subject matter information, of the engagement, whether any self-review threats are created and

whether any threats to independence could be reduced to an acceptable level by application of safeguards, or whether the engagement should be declined. When the non-assurance service is not related to the subject matter information, of the non-financial statement audit assurance engagement, the threats to independence will generally be clearly insignificant.

290.161 The following activities may also create self-review or self-interest threats:

- Having custody of an assurance client's assets.
- Supervising assurance client employees in the performance of their normal recurring activities.
- Preparing source documents or originating data, in electronic or other form, evidencing the occurrence of a transaction (for example, purchase orders, payroll time records, and customer orders).

The significance of any threat created should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate the threat or reduce it to an acceptable level. Such safeguards might include:

- Making arrangements so that personnel providing such services do not participate in the assurance engagement;
- Involving an additional professional accountant to advise on the potential impact of the activities on the independence of the firm and the assurance team; or
- Other relevant safeguards set out in national regulations.

290.162 New developments in business, the evolution of financial markets, rapid changes in information technology, and the consequences for management and control, make it impossible to draw up an all-inclusive list of all situations when providing non-assurance services to an assurance client might create threats to independence and of the different safeguards that might eliminate these threats or reduce them to an acceptable level. In general, however, a firm may provide services beyond the assurance engagement provided any threats to independence have been reduced to an acceptable level.

290.163 The following safeguards may be particularly relevant in reducing to an acceptable level threats created by the provision of non-assurance services to assurance clients:

- Policies and procedures to prohibit professional staff from making management decisions for the assurance client, or assuming responsibility for such decisions.
- Discussing independence issues related to the provision of non-assurance services with those charged with governance, such as the audit committee.
- Policies within the assurance client regarding the oversight responsibility for provision of non-assurance services by the firm.

- Involving an additional professional accountant to advise on the potential impact of the non-assurance engagement on the independence of the member of the assurance team and the firm.
- Involving an additional professional accountant outside of the firm to provide assurance on a discrete aspect of the assurance engagement.
- Obtaining the assurance client's acknowledgement of responsibility for the results of the work performed by the firm.
- Disclosing to those charged with governance, such as the audit committee, the nature and extent of fees charged.
- Making arrangements so that personnel providing non-assurance services do not participate in the assurance engagement.

290.164 Before the firm accepts an engagement to provide a non-assurance service to an assurance client, consideration should be given to whether the provision of such a service would create a threat to independence. In situations when a threat created is other than clearly insignificant, the non-assurance engagement should be declined unless appropriate safeguards can be applied to eliminate the threat or reduce it to an acceptable level.

290.165 The provision of certain non-assurance services to financial statement audit clients may create threats to independence so significant that no safeguard could eliminate the threat or reduce it to an acceptable level. However, the provision of such services to a related entity, division or discrete financial statement item of such clients may be permissible when any threats to the firm's independence have been reduced to an acceptable level by arrangements for that related entity, division or discrete financial statement item to be audited by another firm or when another firm re-performs the non-assurance service to the extent necessary to enable it to take responsibility for that service.

### **Preparing Accounting Records and Financial Statements**

290.166 Assisting a financial statement audit client in matters such as preparing accounting records or financial statements may create a self-review threat when the financial statements are subsequently audited by the firm.

290.167 It is the responsibility of financial statement audit client management to ensure that accounting records are kept and financial statements are prepared, although they may request the firm to provide assistance. If firm, or network firm, personnel providing such assistance make management decisions, the self-review threat created could not be reduced to an acceptable level by any safeguards. Consequently, personnel should not make such decisions. Examples of such managerial decisions include:

- Determining or changing journal entries, or the classifications for accounts or transaction or other accounting records without obtaining the approval of the financial statement audit client;
- Authorizing or approving transactions; and

- Preparing source documents or originating data (including decisions on valuation assumptions), or making changes to such documents or data.

290.168 The audit process involves extensive dialogue between the firm and management of the financial statement audit client. During this process, management requests and receives significant input regarding such matters as accounting principles and financial statement disclosure, the appropriateness of controls and the methods used in determining the stated amounts of assets and liabilities. Technical assistance of this nature and advice on accounting principles for financial statement audit clients are an appropriate means to promote the fair presentation of the financial statements. The provision of such advice does not generally threaten the firm's independence. Similarly, the financial statement audit process may involve assisting an audit client in resolving account reconciliation problems, analyzing and accumulating information for regulatory reporting, assisting in the preparation of consolidated financial statements (including the translation of local statutory accounts to comply with group accounting policies and the transition to a different reporting framework such as International Financial Reporting Standards), drafting disclosure items, proposing adjusting journal entries and providing assistance and advice in the preparation of local statutory accounts of subsidiary entities. These services are considered to be a normal part of the audit process and do not, under normal circumstances, threaten independence.

#### *General Provisions*

290.169 A self-review threat may be created if the firm is involved in the preparation of accounting records or financial statements and those financial statements are subsequently the subject matter information of an audit engagement of the firm. This notion may be equally applicable in situations when the subject matter information of the assurance engagement is not financial statements. For example, a self-review threat would be created if the firm developed and prepared prospective financial information and subsequently provided assurance on this prospective financial information. Consequently, the firm should evaluate the significance of any self-review threat created by the provision of such services. If the self-review threat is other than clearly insignificant safeguards should be considered and applied as necessary to reduce the threat to an acceptable level.

#### *Financial Statements Audit Clients that are Not Listed Entities or Public Interest Entities*

290.170 Subject to any prohibitions imposed by any written law or regulatory requirements the firm, or a network firm, may provide a financial statement audit client that is not a listed entity or public interest entity with accounting and bookkeeping services, including payroll services, of a routine or mechanical nature, provided any self-review threat created is reduced to an acceptable level. Examples of such services include:

- Recording transactions for which the audit client has determined or approved the appropriate account classification;

- Posting coded transactions to the audit client's general ledger;
- Preparing financial statements based on information in the trial balance; and
- Posting the audit client approved entries to the trial balance.

The significance of any threat created should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Making arrangements so such services are not performed by a member of the assurance team;
- Implementing policies and procedures to prohibit the individual providing such services from making any managerial decisions on behalf of the audit client;
- Requiring the source data for the accounting entries to be originated by the audit client;
- Requiring the underlying assumptions to be originated and approved by the audit client; or
- Obtaining audit client approval for any proposed journal entries or other changes affecting the financial statements.

*Financial Statement Audit Clients that are Listed Entities or Public Interest Entities*

290.171 The provision of accounting and bookkeeping services, including payroll services and the preparation of financial statements or financial information which forms the basis of the financial statements on which the audit report is provided, on behalf of a financial statement audit client that is a listed entity or public interest entity, may impair the independence of the firm or network firm, or at least give the appearance of impairing independence. Accordingly, no safeguard other than the prohibition of such services could reduce the threat created to an acceptable level. Therefore, a firm or a network firm should not provide such services to a listed entity or public interest entity that is a financial statement audit client.

290.172 *[This paragraph is intentionally kept blank]*

290.173 *[This paragraph is intentionally kept blank]*

**Valuation Services**

290.174 A valuation comprises the making of assumptions with regard to future developments, the application of certain methodologies and techniques, and the combination of both in order to compute a certain value, or range of values, for an asset, a liability or for a business as a whole.



- 290.175 A self-review threat may be created when a firm or network firm performs a valuation for a financial statement audit client that is to be incorporated into the client's financial statements.
- 290.176 If the valuation service involves the valuation of matters material to the financial statements and the valuation involves a significant degree of subjectivity, the self-review threat created could not be reduced to an acceptable level by the application of any safeguard. Accordingly, such valuation services should not be provided or, alternatively, the only course of action would be to withdraw from the financial statement audit engagement.
- 290.177 Performing valuation services for a financial statement audit client that are neither separately, nor in the aggregate, material to the financial statements, or that do not involve a significant degree of subjectivity, may create a self-review threat that could be reduced to an acceptable level by the application of safeguards. Such safeguards might include:
- Involving an additional professional accountant who was not a member of the assurance team to review the work done or otherwise advise as necessary;
  - Confirming with the audit client their understanding of the underlying assumptions of the valuation and the methodology to be used and obtaining approval for their use;
  - Obtaining the audit client's acknowledgement of responsibility for the results of the work performed by the firm; and
  - Making arrangements so that personnel providing such services do not participate in the audit engagement.
- In determining whether the above safeguards would be effective, consideration should be given to the following matters:
- (a) The extent of the audit client's knowledge, experience and ability to evaluate the issues concerned, and the extent of their involvement in determining and approving significant matters of judgment.
  - (b) The degree to which established methodologies and professional guidelines are applied when performing a particular valuation service.
  - (c) For valuations involving standard or established methodologies, the degree of subjectivity inherent in the item concerned.
  - (d) The reliability and extent of the underlying data.
  - (e) The degree of dependence on future events of a nature which could create significant volatility inherent in the amounts involved.
  - (f) The extent and clarity of the disclosures in the financial statements.
- 290.178 When a firm, or a network firm, performs a valuation service for a financial statement audit client for the purposes of making a filing or return to a tax authority, computing an amount of tax due by the client, or for the purpose of tax

planning, this would not create a significant threat to independence because such valuations are generally subject to external review, for example by a tax authority.

- 290.179 When the firm performs a valuation that forms part of the subject matter information of an assurance engagement that is not a financial statement audit engagement, the firm should consider any self-review threats. If the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate the threat or reduce it to an acceptable level.

### **Provision of Taxation Services to Financial Statement Audit Clients**

- 290.180 The firm may be asked to provide taxation services to a financial statements audit client. Taxation services comprise a broad range of services, including compliance, planning, provision of formal taxation opinions and assistance in the resolution of tax disputes. Such assignments are generally not seen to create threats to independence.

### **Provision of Internal Audit Services to Financial Statement Audit Clients**

- 290.181 A self-review threat may be created when a firm, or network firm, provides internal audit services to a financial statement audit client. Internal audit services may comprise an extension of the firm's audit service beyond requirements of generally accepted auditing standards, assistance in the performance of a client's internal audit activities or outsourcing of the activities. In evaluating any threats to independence, the nature of the service will need to be considered. For this purpose, internal audit services do not include operational internal audit services unrelated to the internal accounting controls, financial systems or financial statements.
- 290.182 Services involving an extension of the procedures required to conduct a financial statement audit in accordance with approved standards on auditing in Malaysia would not be considered to impair independence with respect to the audit client provided that the firm's or network firm's personnel do not act or appear to act in a capacity equivalent to a member of audit client management.
- 290.183 When the firm, or a network firm, provides assistance in the performance of a financial statement audit client's internal audit activities or undertakes the outsourcing of some of the activities, any self-review threat created may be reduced to an acceptable level by ensuring that there is a clear separation between the management and control of the internal audit by client management and the internal audit activities themselves.
- 290.184 Performing a significant portion of the financial statement audit client's internal audit activities may create a self-review threat and a firm, or network firm, should consider the threats and proceed with caution before taking on such activities. Appropriate safeguards should be put in place and the firm, or network firm, should, in particular, ensure that the audit client acknowledges its responsibilities for establishing, maintaining and monitoring the system of internal controls.

- 290.185 Safeguards that should be applied in all circumstances to reduce any threats created to an acceptable level include ensuring that:
- (a) The audit client is responsible for internal audit activities and acknowledges its responsibility for establishing, maintaining and monitoring the system of internal controls;
  - (b) The audit client designates a competent employee, preferably within senior management, to be responsible for internal audit activities;
  - (c) The audit client, the audit committee or supervisory body approves the scope, risk and frequency of internal audit work;
  - (d) The audit client is responsible for evaluating and determining which recommendations of the firm should be implemented;
  - (e) The audit client evaluates the adequacy of the internal audit procedures performed and the findings resulting from the performance of those procedures by, among other things, obtaining and acting on reports from the firm; and
  - (f) The findings and recommendations resulting from the internal audit activities are reported appropriately to the audit committee or supervisory body.
- 290.186 Consideration should also be given to whether such non-assurance services should be provided only by personnel not involved in the financial statement audit engagement and with different reporting lines within the firm.
- 290.186A Where a financial statement audit client is a listed entity or public interest entity, the firm or network firm should not accept an engagement to provide internal audit services.

### **Provision of IT Systems Services to Financial Statement Audit Clients**

- 290.187 The provision of services by a firm or network firm to a financial statement audit client that involve the design and implementation of financial information technology systems that are used to generate information forming part of a client's financial statements may create a self-review threat.
- 290.188 The self-review threat is likely to be too significant to allow the provision of such services to a financial statement audit client unless appropriate safeguards are put in place ensuring that:
- (a) The audit client acknowledges its responsibility for establishing and monitoring a system of internal controls;
  - (b) The audit client designates a competent employee, preferably within senior management, with the responsibility to make all management decisions with respect to the design and implementation of the hardware or software system;

- (c) The audit client makes all management decisions with respect to the design and implementation process;
  - (d) The audit client evaluates the adequacy and results of the design and implementation of the system; and
  - (e) The audit client is responsible for the operation of the system (hardware or software) and the data used or generated by the system.
- 290.189 Consideration should also be given to whether such non-assurance services should be provided only by personnel not involved in the financial statement audit engagement and with different reporting lines within the firm.
- 290.190 The provision of services by a firm, or network firm, to a financial statement audit client which involve either the design or the implementation of financial information technology systems that are used to generate information forming part of a client's financial statements may also create a self-review threat. The significance of the threat, if any, should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate the threat or reduce it to an acceptable level.
- 290.190A Where a financial statement audit client is a listed entity or public interest entity, additional safeguards should be put in place, which include ensuring that:
- The services that involve the design and/or implementation of financial information technology systems are provided by the firm's or network firm's personnel who have no involvement in the financial statement audit engagement;
  - The financial statement audit is reviewed by an independent partner of the firm to ensure that the financial information technology system designed and/or implemented has been properly and effectively assessed in the context of the financial statement audit engagement.
- 290.191 The provision of services in connection with the assessment, design and implementation of internal accounting controls and risk management controls are not considered to create a threat to independence provided that firm or network firm personnel do not perform management functions.

### **Temporary Staff Assignments to Financial Statement Audit Clients**

- 290.192 The lending of staff by a firm, or network firm, to a financial statement audit client may create a self-review threat when the individual is in a position to influence the preparation of a client's accounts or financial statements. In practice, such assistance may be given (particularly in emergency situations) but only on the understanding that the firm's or network firm's personnel will not be involved in:
- (a) Making management decisions;
  - (b) Approving or signing agreements or other similar documents; or
  - (c) Exercising discretionary authority to commit the client.

Each situation should be carefully analyzed to identify whether any threats are created and whether appropriate safeguards should be implemented. Safeguards that should be applied in all circumstances to reduce any threats to an acceptable level include:

- The staff providing the assistance should not be given audit responsibility for any function or activity that they performed or supervised during their temporary staff assignment; and
- The audit client should acknowledge its responsibility for directing and supervising the activities of firm, or network firm, personnel.

290.192A Where a financial statement audit client is a listed entity or public interest entity, the firm or network firm should not lend staff to provide assistance to the client.

### **Provision of Litigation Support Services to Financial Statement Audit Clients**

290.193 Litigation support services may include activities such as acting as an expert witness, calculating estimated damages or other amounts that might become receivable or payable as the result of litigation or other legal dispute, and assistance with document management and retrieval in relation to a dispute or litigation.

290.194 A self-review threat may be created when the litigation support services provided to a financial statement audit client include the estimation of the possible outcome and thereby affects the amounts or disclosures to be reflected in the financial statements. The significance of any threat created will depend upon factors such as:

- The materiality of the amounts involved;
- The degree of subjectivity inherent in the matter concerned; and
- The nature of the engagement.

The firm, or network firm, should evaluate the significance of any threat created and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate the threat or reduce it to an acceptable level. Such safeguards might include:

- Policies and procedures to prohibit individuals assisting the audit client from making managerial decisions on behalf of the client;
- Using professionals who are not members of the assurance team to perform the service; or
- The involvement of others, such as independent experts.

290.195 If the role undertaken by the firm or network firm involved making managerial decisions on behalf of the financial statement audit client, the threats created could not be reduced to an acceptable level by the application of any safeguard. Therefore, the firm or network firm should not perform this type of service for an audit client.

### Provision of Dispute Resolution Services to Financial Statement Audit Clients

200.196 *[This paragraph is intentionally kept blank]*

200.197 *[This paragraph is intentionally kept blank]*

290.198 *[This paragraph is intentionally kept blank]*

290.199 *[This paragraph is intentionally kept blank]*

290.200 Acting for a financial statement audit client in the resolution of a dispute in such circumstances when the amounts involved are material in relation to the financial statements of the audit client would create advocacy and self-review threats so significant no safeguard could reduce the threat to an acceptable level. Therefore, the firm should not perform this type of service for a financial statement audit client.

290.201 When a firm is asked to act in an advocacy role for a financial statement audit client in the resolution of a dispute in circumstances when the amounts involved are not material to the financial statements of the audit client, the firm should evaluate the significance of any advocacy and self-review threats created and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate the threat or reduce it to an acceptable level. Such safeguards might include:

- Policies and procedures to prohibit individuals assisting the audit client from making managerial decisions on behalf of the client; or
- Using professionals who are not members of the assurance team to perform the service.

290.202 *[This paragraph is intentionally kept blank]*

### Recruiting Senior Management

290.203 The recruitment of senior management for an assurance client, such as those in a position to affect the subject matter information of the assurance engagement, may create current or future self-interest, familiarity and intimidation threats. The significance of the threat will depend upon factors such as:

- The role of the person to be recruited; and
- The nature of the assistance sought.

The firm could generally provide such services as reviewing the professional qualifications of a number of applicants and provide advice on their suitability for the post. In addition, the firm could generally produce a short-list of candidates for interview, provided it has been drawn up using criteria specified by the assurance client.

The significance of the threat created should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. In all cases, the firm should not make management decisions and the decision as to whom to hire should be left to the client.

### **Corporate Finance and Similar Activities**

290.204 The provision of corporate finance services, advice or assistance to an assurance client may create advocacy and self-review threats. In the case of certain corporate finance services, the independence threats created would be so significant no safeguards could be applied to reduce the threats to an acceptable level. For example, promoting, dealing in, or underwriting of an assurance client's shares is not compatible with providing assurance services. Moreover, committing the assurance client to the terms of a transaction or consummating a transaction on behalf of the client would create a threat to independence so significant no safeguard could reduce the threat to an acceptable level. In the case of a financial statement audit client the provision of those corporate finance services referred to above by a firm or a network firm would create a threat to independence so significant no safeguard could reduce the threat to an acceptable level.

290.205 Other corporate finance services may create advocacy or self-review threats; however, safeguards may be available to reduce these threats to an acceptable level. Examples of such services include assisting a client in developing corporate strategies, assisting in identifying or introducing a client to possible sources of capital that meet the client specifications or criteria, and providing structuring advice and assisting a client in analyzing the accounting effects of proposed transactions. Safeguards that should be considered include:

- Policies and procedures to prohibit individuals assisting the assurance client from making managerial decisions on behalf of the client;
- Using professionals who are not members of the assurance team to provide the services; and
- Ensuring the firm does not commit the assurance client to the terms of any transaction or consummate a transaction on behalf of the client.

### **Fees and Pricing**

#### **Fees—Relative Size**

290.206 When the total fees generated by an assurance client represent a large proportion of a firm's total fees, the dependence on that client or client group and concern about the possibility of losing the client may create a self-interest threat. The significance of the threat will depend upon factors such as:

- The structure of the firm; and

- Whether the firm is well established or newly created.

The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Discussing the extent and nature of fees charged with the audit committee, or others charged with governance;
- Taking steps to reduce dependency on the client;
- External quality control reviews; and
- Consulting a third party, such as a professional regulatory body or another professional accountant.

290.206A In all cases involving listed entities or public interest entities, if the total fees (arising from assurance and non-assurance services) generated by one assurance client or its related entities exceed 15% of the firm's total fees in each year over two consecutive financial periods, financial dependency exists. In such event, the self-interest threat created is so significant the only course of action is to refuse to perform or withdraw from the assurance engagement.

290.207 A self-interest threat may also be created when the fees generated by the assurance client represent a large proportion of the revenue of an individual partner. The significance of the threat should be evaluated and, if the threat is other than clearly insignificant, safeguards should be considered and applied as necessary to reduce the threat to an acceptable level. Such safeguards might include:

- Policies and procedures to monitor and implement quality control of assurance engagements; and
- Involving an additional professional accountant who was not a member of the assurance team to review the work done or otherwise advise as necessary.

### **Fees—Overdue**

290.208 A self-interest threat may be created if fees due from an assurance client for professional services remain unpaid for a long time, especially if a significant part is not paid before the issue of the assurance report for the following year. Generally the payment of such fees should be required before the report is issued. The following safeguards may be applicable:

- Discussing the level of outstanding fees with the audit committee or others charged with governance.
- Involving an additional professional accountant who did not take part in the assurance engagement to provide advice or review the work performed.



The firm should also consider whether the overdue fees might be regarded as being equivalent to a loan to the client and whether, because of the significance of the overdue fees, it is appropriate for the firm to be re-appointed.

### **Pricing**

290.209 When a firm obtains an assurance engagement at a significantly lower fee level than that charged by the predecessor firm, or quoted by other firms, the self-interest threat created will not be reduced to an acceptable level unless:

- (a) The firm is able to demonstrate that appropriate time and qualified staff are assigned to the task; and
- (b) All applicable assurance standards, guidelines and quality control procedures are being complied with.

### **Contingent Fees**

290.210 Contingent fees are fees calculated on a predetermined basis relating to the outcome or result of a transaction or the result of the work performed. For the purposes of this section, fees are not regarded as being contingent if a court or other public authority has established them.

290.211 A contingent fee charged by a firm in respect of an assurance engagement creates self interest and advocacy threats that cannot be reduced to an acceptable level by the application of any safeguard. Accordingly, a firm should not enter into any fee arrangement for an assurance engagement under which the amount of the fee is contingent on the result of the assurance work or on items that are the subject matter information of the assurance engagement.

290.212 A contingent fee charged by a firm in respect of a non-assurance service provided to an assurance client may also create self-interest and advocacy threats. If the amount of the fee for a non-assurance engagement was agreed to, or contemplated, during an assurance engagement and was contingent on the result of that assurance engagement, the threats could not be reduced to an acceptable level by the application of any safeguard. Accordingly, the only acceptable action is not to accept such arrangements. For other types of contingent fee arrangements, the significance of the threats created will depend on factors such as:

- The range of possible fee amounts;
- The degree of variability;
- The basis on which the fee is to be determined;
- Whether the outcome or result of the transaction is to be reviewed by an independent third party; and
- The effect of the event or transaction on the assurance engagement.

The significance of the threats should be evaluated and, if the threats are other than clearly insignificant, safeguards should be considered and applied as

necessary to reduce the threats to an acceptable level. Such safeguards might include:

- Disclosing to the audit committee, or others charged with governance, the extent and nature of fees charged;
- Review or determination of the final fee by an unrelated third party; or
- Quality and control policies and procedures.

### **Gifts and Hospitality**

290.213 Accepting gifts or hospitality from an assurance client may create self-interest and familiarity threats. When a firm or a member of the assurance team accepts gifts or hospitality, unless the value is clearly insignificant, the threats to independence cannot be reduced to an acceptable level by the application of any safeguard. Consequently, a firm or a member of the assurance team should not accept such gifts or hospitality.

### **Actual or Threatened Litigation**

290.214 When litigation takes place, or appears likely, between the firm or a member of the assurance team and the assurance client, a self-interest or intimidation threat may be created. The relationship between client management and the members of the assurance team must be characterized by complete candor and full disclosure regarding all aspects of a client's business operations. The firm and the client's management may be placed in adversarial positions by litigation, affecting management's willingness to make complete disclosures and the firm may face a self-interest threat. The significance of the threat created will depend upon such factors as:

- The materiality of the litigation;
- The nature of the assurance engagement; and
- Whether the litigation relates to a prior assurance engagement.

Once the significance of the threat has been evaluated the following safeguards should be applied, if necessary, to reduce the threats to an acceptable level:

- (a) Disclosing to the audit committee, or others charged with governance, the extent and nature of the litigation;
- (b) If the litigation involves a member of the assurance team, removing that individual from the assurance team; or
- (c) Involving an additional professional accountant in the firm who was not a member of the assurance team to review the work done or otherwise advise as necessary.

If such safeguards do not reduce the threat to an appropriate level, the only appropriate action is to withdraw from, or refuse to accept, the assurance engagement.

## Interpretations and Transitional Provisions for Section 290

### Section 290 Interpretations

These interpretations are directed towards the application of the IFAC *Code of Ethics for Professional Accountants* to the topics of the specific queries received. They are reproduced herein to provide guidance on the application of the equivalent independence requirements contained in the MICPA Code of Ethics.

#### Interpretation 2005-01

*Application of Section 290 to assurance engagements that are not financial statement audit engagements*

This interpretation provides guidance on the application of the independence requirements contained in Section 290 to assurance engagements that are not financial statement audit engagements.

This interpretation focuses on the application issues that are particular to assurance engagements that are not financial statement audit engagements. There are other matters noted in Section 290 that are relevant in the consideration of independence requirements for all assurance engagements. For example, paragraph 290.15 states that consideration should be given to any threats the firm has reason to believe may be created by network firms' interests and relationships. Similarly, paragraph 290.21 states that for assurance clients, that are other than listed entity financial statement audit clients, when the assurance team has reason to believe that a related entity of such an assurance client is relevant to the evaluation of the firm's independence of the client, the assurance team should consider that related entity when evaluating independence and applying appropriate safeguards. These matters are not specifically addressed in this interpretation.

As explained in *The International Framework for Assurance Engagements* issued by the International Auditing and Assurance Standards Board, in an assurance engagement, the professional accountant in public practice expresses a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party about the outcome of the evaluation or measurement of a subject matter against criteria.

#### *Assertion-based Assurance Engagements*

In an assertion-based assurance engagement, the evaluation or measurement of the subject matter is performed by the responsible party, and the subject matter information is in the form of an assertion by the responsible party that is made available to the intended users.

In an assertion-based assurance engagement independence is required from the responsible party, which is responsible for the subject matter information and may be responsible for the subject matter.

In those assertion-based assurance engagements where the responsible party is responsible for the subject matter information but not the subject matter, independence is required from the responsible party. In addition, consideration should be given to any threats the firm has reason to believe may be created by interests and relationships between a member of the assurance team, the firm, a network firm and the party responsible for the subject matter.

#### *Direct Reporting Assurance Engagements*

In a direct reporting assurance engagement, the professional accountant in public practice either directly performs the evaluation or measurement of the subject matter, or obtains a representation from the responsible party that has performed the evaluation or measurement that is not available to the intended users. The subject matter information is provided to the intended users in the assurance report.

In a direct reporting assurance engagement independence is required from the responsible party, which is responsible for the subject matter.

#### *Multiple Responsible Parties*

In both assertion-based assurance engagements and direct reporting assurance engagements there may be several responsible parties. For example, a professional accountant in public practice may be asked to provide assurance on the monthly circulation statistics of a number of independently owned newspapers. The assignment could be an assertion based assurance engagement where each newspaper measures its circulation and the statistics are presented in an assertion that is available to the intended users. Alternatively, the assignment could be a direct reporting assurance engagement, where there is no assertion and there may or may not be a written representation from the newspapers.

In such engagements, when determining whether it is necessary to apply the provisions in Section 290 to each responsible party, the firm may take into account whether an interest or relationship between the firm, or a member of the assurance team, and a particular responsible party would create a threat to independence that is other than clearly insignificant in the context of the subject matter information. This will take into account:

- The materiality of the subject matter information (or the subject matter) for which the particular responsible party is responsible; and
- The degree of public interest that is associated with the engagement.

If the firm determines that the threat to independence created by any such relationships with a particular responsible party would be clearly insignificant it may not be necessary to apply all of the provisions of this section to that responsible party.

The following example has been developed to demonstrate the application of Section 290. It is assumed that the client is not also a financial statement audit client of the firm, or a network firm.

A firm is engaged to provide assurance on the total proven oil reserves of 10 independent companies. Each company has conducted geographical and engineering surveys to determine their reserves (subject matter). There are established criteria to determine when a reserve may be considered to be proven which the professional accountant in public practice determines to be suitable criteria for the engagement.

The proven reserves for each company as at December 31, 20X0 were as follows:

	Proven oil reserves thousands barrels
Company 1	5,200
Company 2	725
Company 3	3,260
Company 4	15,000
Company 5	6,700
Company 6	39,126
Company 7	345
Company 8	175
Company 9	24,135
Company 10	9,635
<b>Total</b>	<b>104,301</b>

The engagement could be structured in differing ways:

*Assertion based engagements*

- A1 Each company measures its reserves and provides an assertion to the firm and to intended users.
- A2 An entity other than the companies measures the reserves and provides an assertion to the firm and to intended users.

*Direct reporting engagements*

- D1 Each company measures the reserves and provides the firm with a written representation that measures its reserves against the established criteria for measuring proven reserves. The representation is not available to the intended users.
- D2 The firm directly measures the reserves of some of the companies.

*Application of approach*

A1 Each company measures its reserves and provides an assertion to the firm and to intended users.

There are several responsible parties in this engagement (companies 1-10). When determining whether it is necessary to apply the independence provisions to all of the companies, the firm may take into account whether an interest or relationship with a particular company would create a threat to independence that is other than clearly insignificant. This will take into account factors such as:

- The materiality of the company's proven reserves in relation to the total reserves to be reported on; and
- The degree of public interest associated with the engagement. (paragraph 290.20).

For example Company 8 accounts for 0.16% of the total reserves, therefore a business relationship or interest with Company 8 would create less of a threat than a similar relationship with Company 6, which accounts for approximately 37.5% of the reserves.

Having determined those companies to which the independence requirements apply, the assurance team and the firm are required to be independent of those responsible parties which would be considered to be the assurance client (paragraph 290.20).

A2 An entity other than the companies measures the reserves and provides an assertion to the firm and to intended users.

The firm would be required to be independent of the entity that measures the reserves and provides an assertion to the firm and to intended users (paragraph 290.17). That entity is not responsible for the subject matter and so consideration should be given to any threats the firm has reason to believe may be created by interests/relationships with the party responsible for the subject matter (paragraph 290.17). There are several parties responsible for subject matter in this engagement (companies 1-10). As discussed in example A1 above, the firm may take into account whether an interest or relationship with a particular company would create a threat to independence that is other than clearly insignificant.

D1 Each company provides the firm with a representation that measures its reserves against the established criteria for measuring proven reserves. The representation is not available to the intended users.

There are several responsible parties in this engagement (companies 1-10). When determining whether it is necessary to apply the independence provisions to all of the companies, the firm may take into account whether an interest or relationship with a particular company would create a threat to independence that is other than clearly insignificant. This will take into account factors such as:

- The materiality of the company's proven reserves in relation to the total reserves to be reported on; and
- The degree of public interest associated with the engagement. (paragraph 290.20).

For example Company 8 accounts for 0.16% of the reserves, therefore a business relationship or interest with Company 8 would create less of a threat than a similar relationship with Company 6 that accounts for approximately 37.5% of the reserves.

Having determined those companies to which the independence requirements apply, the assurance team and the firm are required to be independent of those responsible parties which would be considered to be the assurance client (paragraph 290.20).

#### D2 The firm directly measures the reserves of some of the companies

The application is the same as in example D1.

### Section 290 Transitional Provisions

These transitional provisions are in respect of specific paragraphs in Section 290 of the MICPA Code of Ethics.

#### Transitional Provision 2007-01

##### *Engagement partner rotation for audit clients that are listed entities or public interest entities*

The MICPA Code of Ethics addresses the issue of engagement partner rotation for financial statement audit clients that are listed entities or public interest entities in paragraphs 290.154 – 290.157.

The paragraphs state that in the financial statement audit of a listed entity or public interest entity the engagement partner should be rotated after serving in that capacity for a period of no more than five years. They also state that some degree of flexibility in timing of rotation may be necessary in certain circumstances. The Council believes that the implementation of the Code constitutes an example of a circumstance in which some degree of flexibility over timing of rotation may be necessary.

The Code does not currently include any transitional provisions relating to these requirements. However, the Council has concluded that it is appropriate to allow a transitional period of two years. Consequently, on implementation of the Code, while the length of time the engagement partner has served the financial statement audit client in that capacity should be considered in determining when rotation should occur, the partner may continue to serve as the engagement partner for two additional years from the date of implementation before rotating off the engagement. In such circumstances, the additional requirements of paragraph 290.157 to apply equivalent safeguards in order to reduce any threats to an acceptable level should be followed.

**Transitional Provision 2007-02**

*The provision of non-assurance services to assurance clients*

The MICPA Code of Ethics addresses the issue of the provision of non assurance services to assurance clients in paragraphs 290.158 – 290.205 inclusive.

The Code does not currently include any transitional provisions relating to the requirements set out in these paragraphs. However, the Council has concluded that it is appropriate to allow a transitional period of one year, during which existing contracts to provide non assurance services for assurance clients may be completed if additional safeguards are put in place to reduce any threat to independence to an insignificant level. This transitional period commences from November 1, 2007.



## **PART C: PROFESSIONAL ACCOUNTANTS IN BUSINESS**

- Section 300 Introduction
- Section 310 Potential Conflicts
- Section 320 Preparation and Reporting of Information
- Section 330 Acting with Sufficient Expertise
- Section 340 Financial Interests
- Section 350 Inducements

## Section 300 Introduction

- 300.1 This Part of the Code illustrates how the conceptual framework contained in Part A is to be applied by professional accountants in business.
- 300.2 Investors, creditors, employers and other sectors of the business community, as well as governments and the public at large, all may rely on the work of professional accountants in business. Professional accountants in business may be solely or jointly responsible for the preparation and reporting of financial and other information, which both their employing organisations and third parties may rely on. They may also be responsible for providing effective financial management and competent advice on a variety of business-related matters.
- 300.3 A professional accountant in business may be a salaried employee, a partner, director (whether executive or non-executive), an owner manager, a volunteer or another working for one or more employing organisation. The legal form of the relationship with the employing organisation, if any, has no bearing on the ethical responsibilities incumbent on the professional accountant in business.
- 300.4 A professional accountant in business has a responsibility to further the legitimate aims of the employing organisation. This Code does not seek to hinder a professional accountant in business from properly fulfilling that responsibility, but considers circumstances in which conflicts may be created with the absolute duty to comply with the fundamental principles.
- 300.5 A professional accountant in business often holds a senior position within an organisation. The more senior the position, the greater will be the ability and opportunity to influence events, practices and attitudes. A professional accountant in business is expected, therefore, to encourage an ethics-based culture in an employing organisation that emphasizes the importance that senior management places on ethical behaviour.
- 300.6 The examples presented in the following sections are intended to illustrate how the conceptual framework is to be applied and are not intended to be, nor should they be interpreted as, an exhaustive list of all circumstances experienced by a professional accountant in business that may create threats to compliance with the principles. Consequently, it is not sufficient for a professional accountant in business merely to comply with the examples; rather, the framework should be applied to the particular circumstances faced.

### Threats and Safeguards

- 300.7 Compliance with the fundamental principles may potentially be threatened by a broad range of circumstances. Many threats fall into the following categories:
- (a) Self-interest;
  - (b) Self-review;
  - (c) Advocacy;

(d) Familiarity; and

(e) Intimidation.

These threats are discussed further in Part A of this Code.

300.8 Examples of circumstances that may create self-interest threats for a professional accountant in business include, but are not limited to:

- Financial interests, loans or guarantees.
- Incentive compensation arrangements.
- Inappropriate personal use of corporate assets.
- Concern over employment security.
- Commercial pressure from outside the employing organisation.

300.9 Circumstances that may create self-review threats include, but are not limited to, business decisions or data being subject to review and justification by the same professional accountant in business responsible for making those decisions or preparing that data.

300.10 When furthering the legitimate goals and objectives of their employing organisations professional accountants in business may promote the organisation's position, provided any statements made are neither false nor misleading. Such actions generally would not create an advocacy threat.

300.11 Examples of circumstances that may create familiarity threats include, but are not limited to:

- A professional accountant in business in a position to influence financial or non financial reporting or business decisions having an immediate or close family member who is in a position to benefit from that influence.
- Long association with business contacts influencing business decisions.
- Acceptance of a gift or preferential treatment, unless the value is clearly insignificant.

300.12 Examples of circumstances that may create intimidation threats include, but are not limited to:

- Threat of dismissal or replacement of the professional accountant in business or a close or immediate family member over a disagreement about the application of an accounting principle or the way in which financial information is to be reported.
- A dominant personality attempting to influence the decision making process, for example with regard to the awarding of contracts or the application of an accounting principle.

- 300.13 Professional accountants in business may also find that specific circumstances give rise to unique threats to compliance with one or more of the fundamental principles. Such unique threats obviously cannot be categorized. In all professional and business relationships, professional accountants in business should always be on the alert for such circumstances and threats.
- 300.14 Safeguards that may eliminate or reduce to an acceptable level the threats faced by professional accountants in business fall into two broad categories:
- (a) Safeguards created by the profession, legislation or regulation; and
  - (b) Safeguards in the work environment.
- 300.15 Examples of safeguards created by the profession, legislation or regulation are detailed in paragraph 100.12 of Part A of this Code.
- 300.16 Safeguards in the work environment include, but are not restricted to:
- The employing organisation's systems of corporate oversight or other oversight structures.
  - The employing organisation's ethics and conduct programs.
  - Recruitment procedures in the employing organisation emphasizing the importance of employing high caliber competent staff.
  - Strong internal controls.
  - Appropriate disciplinary processes.
  - Leadership that stresses the importance of ethical behaviour and the expectation that employees will act in an ethical manner.
  - Policies and procedures to implement and monitor the quality of employee performance.
  - Timely communication of the employing organisation's policies and procedures, including any changes to them, to all employees and appropriate training and education on such policies and procedures.
  - Policies and procedures to empower and encourage employees to communicate to senior levels within the employing organisation any ethical issues that concern them without fear of retribution.
  - Consultation with another appropriate professional accountant.
- 300.17 In circumstances where a professional accountant in business believes that unethical behaviour or actions by others will continue to occur within the employing organisation, the professional accountant in business should consider seeking legal advice. In those extreme situations where all available safeguards have been exhausted and it is not possible to reduce the threat to an acceptable level, a professional accountant in business may conclude that it is appropriate to resign from the employing organisation.

## Section 310 Potential Conflicts

- 310.1 A professional accountant in business has a professional obligation to comply with the fundamental principles. There may be times, however, when their responsibilities to an employing organisation and the professional obligations to comply with the fundamental principles are in conflict. Ordinarily, a professional accountant in business should support the legitimate and ethical objectives established by the employer and the rules and procedures drawn up in support of those objectives. Nevertheless, where compliance with the fundamental principles is threatened, a professional accountant in business must consider a response to the circumstances.
- 310.2 As a consequence of responsibilities to an employing organisation, a professional accountant in business may be under pressure to act or behave in ways that could directly or indirectly threaten compliance with the fundamental principles. Such pressure may be explicit or implicit; it may come from a supervisor, manager, director or another individual within the employing organisation. A professional accountant in business may face pressure to:
- Act contrary to law or regulation.
  - Act contrary to technical or professional standards.
  - Facilitate unethical or illegal earnings management strategies.
  - Lie to, or otherwise intentionally mislead (including misleading by remaining silent) others, in particular:
    - The auditors of the employing organisation; or
    - Regulators.
  - Issue, or otherwise be associated with, a financial or non-financial report that materially misrepresents the facts, including statements in connection with, for example:
    - The financial statements;
    - Tax compliance;
    - Legal compliance; or
    - Reports required by securities regulators.
- 310.3. The significance of threats arising from such pressures, such as intimidation threats, should be evaluated and, if they are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level. Such safeguards may include:
- Obtaining advice where appropriate from within the employing organisation, an independent professional advisor or the Institute.
  - The existence of a formal dispute resolution process within the employing organisation.
  - Seeking legal advice.

## Section 320 Preparation and Reporting of Information

- 320.1 Professional accountants in business are often involved in the preparation and reporting of information that may either be made public or used by others inside or outside the employing organisation. Such information may include financial or management information, for example, forecasts and budgets, financial statements, management discussion and analysis, and the management letter of representation provided to the auditors as part of an audit of financial statements. A professional accountant in business should prepare or present such information fairly, honestly and in accordance with relevant professional standards so that the information will be understood in its context.
- 320.2 A professional accountant in business who has responsibility for the preparation or approval of the general purpose financial statements of an employing organisation should ensure that those financial statements are presented in accordance with the applicable financial reporting standards.
- 320.3 A professional accountant in business should maintain information for which the professional accountant in business is responsible in a manner that:
- (a) Describes clearly the true nature of business transactions, assets or liabilities;
  - (b) Classifies and records information in a timely and proper manner; and
  - (c) Represents the facts accurately and completely in all material respects.
- 320.4 Threats to compliance with the fundamental principles, for example self-interest or intimidation threats to objectivity or professional competence and due care, may be created where a professional accountant in business may be pressured (either externally or by the possibility of personal gain) to become associated with misleading information or to become associated with misleading information through the actions of others.
- 320.5 The significance of such threats will depend on factors such as the source of the pressure and the degree to which the information is, or may be, misleading. The significance of the threats should be evaluated and, if they are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level. Such safeguards may include consultation with superiors within the employing organisation, for example, the audit committee or other body responsible for governance, or with the Institute.
- 320.6 Where it is not possible to reduce the threat to an acceptable level, a professional accountant in business should refuse to remain associated with information they consider is or may be misleading. Should the professional accountant in business be aware that the issuance of misleading information is either significant or persistent, the professional accountant in business should consider informing appropriate authorities in line with the guidance in Section 140. The professional accountant in business may also wish to seek legal advice or resign.

## Section 330 Acting with Sufficient Expertise

- 330.1 The fundamental principle of professional competence and due care requires that a professional accountant in business should only undertake significant tasks for which the professional accountant in business has, or can obtain, sufficient specific training or experience. A professional accountant in business should not intentionally mislead an employer as to the level of expertise or experience possessed, nor should a professional accountant in business fail to seek appropriate expert advice and assistance when required.
- 330.2 Circumstances that threaten the ability of a professional accountant in business to perform duties with the appropriate degree of professional competence and due care include:
- Insufficient time for properly performing or completing the relevant duties.
  - Incomplete, restricted or otherwise inadequate information for performing the duties properly.
  - Insufficient experience, training and/or education.
  - Inadequate resources for the proper performance of the duties.
- 330.3 The significance of such threats will depend on factors such as the extent to which the professional accountant in business is working with others, relative seniority in the business and the level of supervision and review applied to the work. The significance of the threats should be evaluated and, if they are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level. Safeguards that may be considered include:
- Obtaining additional advice or training.
  - Ensuring that there is adequate time available for performing the relevant duties.
  - Obtaining assistance from someone with the necessary expertise.
  - Consulting, where appropriate, with:
    - Superiors within the employing organisation;
    - Independent experts; or
    - The Institute.
- 330.4 Where threats cannot be eliminated or reduced to an acceptable level, professional accountants in business should consider whether to refuse to perform the duties in question. If the professional accountant in business determines that refusal is appropriate the reasons for doing so should be clearly communicated.

## Section 340 Financial Interests

340.1 Professional accountants in business may have financial interests, or may know of financial interests of immediate or close family members, that could, in certain circumstances, give rise to threats to compliance with the fundamental principles. For example, self-interest threats to objectivity or confidentiality may be created through the existence of the motive and opportunity to manipulate price sensitive information in order to gain financially. Examples of circumstances that may create self-interest threats include, but are not limited to situations where the professional accountant in business or an immediate or close family member:

- Holds a direct or indirect financial interest in the employing organisation and the value of that financial interest could be directly affected by decisions made by the professional accountant in business;
- Is eligible for a profit related bonus and the value of that bonus could be directly affected by decisions made by the professional accountant in business;
- Holds, directly or indirectly, share options in the employing organisation, the value of which could be directly affected by decisions made by the professional accountant in business;
- Holds, directly or indirectly, share options in the employing organisation which are, or will soon be, eligible for conversion; or
- May qualify for share options in the employing organisation or performance related bonuses if certain targets are achieved.

340.2 In evaluating the significance of such a threat, and the appropriate safeguards to be applied to eliminate the threat or reduce it to an acceptable level, professional accountants in business must examine the nature of the financial interest. This includes an evaluation of the significance of the financial interest and whether it is direct or indirect. Clearly, what constitutes a significant or valuable stake in an organisation will vary from individual to individual, depending on personal circumstances.

340.3 If threats are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate or reduce them to an acceptable level. Such safeguards may include:

- Policies and procedures for a committee independent of management to determine the level of form of remuneration of senior management.
- Disclosure of all relevant interests, and of any plans to trade in relevant shares to those charged with the governance of the employing organisation, in accordance with any internal policies.
- Consultation, where appropriate, with superiors within the employing organisation.



- Consultation, where appropriate, with those charged with the governance of the employing organisation or relevant professional bodies.
- Internal and external audit procedures.
- Up-to-date education on ethical issues and the legal restrictions and other regulations around potential insider trading.

340.4 A professional accountant in business should neither manipulate information nor use confidential information for personal gain.

## Section 350 Inducements

### Receiving Offers

- 350.1 A professional accountant in business or an immediate or close family member may be offered an inducement. Inducements may take various forms, including gifts, hospitality, preferential treatment and inappropriate appeals to friendship or loyalty.
- 350.2 Offers of inducements may create threats to compliance with the fundamental principles. When a professional accountant in business or an immediate or close family member is offered an inducement, the situation should be carefully considered. Self interest threats to objectivity or confidentiality are created where an inducement is made in an attempt to unduly influence actions or decisions, encourage illegal or dishonest behaviour or obtain confidential information. Intimidation threats to objectivity or confidentiality are created if such an inducement is accepted and it is followed by threats to make that offer public and damage the reputation of either the professional accountant in business or an immediate or close family member.
- 350.3 The significance of such threats will depend on the nature, value and intent behind the offer. If a reasonable and informed third party, having knowledge of all relevant information, would consider the inducement insignificant and not intended to encourage unethical behaviour, then a professional accountant in business may conclude that the offer is made in the normal course business and may generally conclude that there is no significant threat to compliance with the fundamental principles.
- 350.4 If evaluated threats are other than clearly insignificant, safeguards should be considered and applied as necessary to eliminate them or reduce them to an acceptable level. When the threats cannot be eliminated or reduced to an acceptable level through the application of safeguards, a professional accountant in business should not accept the inducement. As the real or apparent threats to compliance with the fundamental principles do not merely arise from acceptance of an inducement but, sometimes, merely from the fact of the offer having been made, additional safeguards should be adopted. A professional accountant in business should assess the risk associated with all such offers and consider whether the following actions should be taken:
- (a) Where such offers have been made, immediately inform higher levels of management or those charged with governance of the employing organisation;
  - (b) Inform third parties of the offer – for example, a professional body or the employer of the individual who made the offer; a professional accountant in business should, however, consider seeking legal advice before taking such a step; and
  - (c) Advise immediate or close family members of relevant threats and safeguards where they are potentially in positions that might result in offers of inducements, for example as a result of their employment situation; and

- (d) Inform higher levels of management or those charged with governance of the employing organisation where immediate or close family members are employed by competitors or potential suppliers of that organisation.

### **Making Offers**

- 350.5 A professional accountant in business may be in a situation where the professional accountant in business is expected to, or is under other pressure to, offer inducements to subordinate the judgment of another individual or organisation, influence a decision making process or obtain confidential information.
- 350.6 Such pressure may come from within the employing organisation, for example, from a colleague or superior. It may also come from an external individual or organisation suggesting actions or business decisions that would be advantageous to the employing organisation possibly influencing the professional accountant in business improperly.
- 350.7 A professional accountant in business should not offer an inducement to improperly influence professional judgment of a third party.
- 350.8 Where the pressure to offer an unethical inducement comes from within the employing organisation, the professional accountant should follow the principles and guidance regarding ethical conflict resolution set out in Part A of this Code.

## **PART D: ADDITIONAL ETHICAL REQUIREMENTS AND GUIDANCE**

- Section 400 Introduction
- Section 410 Descriptions of Members and Names of Practising Firms
- Section 420 Obtaining Professional Work
- Section 430 Clients' Money
- Section 440 Independence – Insolvency Practice
- Section 450 The Use of Incorporated Companies
- Section 460 Ownership of Documents and Records
- Section 470 Arrangements to Cover the Incapacity or Death of a Sole Practitioner
- Appendix I Additional Guidance on Confidentiality (Section 140)
- Appendix II Additional Guidance on Changes in a Professional Appointment (Section 210)
- Appendix III Additional Guidance on Fees (Section 240)

## Section 400 Introduction

- 400.1 This Part of the Code sets out the additional ethical requirements (Sections 410 to 470) on specific matters which are of relevance to members in public practice not covered by the IFAC Code of Ethics for Professional Accountants. Parts of the additional ethical requirements are derived from local legal or regulatory requirements.
- 400.2 This Part also sets out additional guidance (Appendices I to III) on particular sections in Parts A and B of the Code which is of relevance to members in public practice.
- 400.3 The ethical requirements and guidance in this Part originate primarily from the Institute's existing Code of Professional Conduct and Ethics. They are to be read in the context of the fundamental principles of professional ethics for professional accountants and the conceptual framework for applying those principles which are set out in Parts A to C. Consequently, it is not sufficient for a member merely to comply with the additional ethical requirements or guidance in this Part; rather, the entire Code should be applied to the particular circumstances faced.
- 400.4 For the purpose of this Part of the Code, the term "members in public practice" means members who are engaged in public practice providing professional services otherwise as an employee and unless the context otherwise requires, includes a firm through which a member acts or performs his professional work. The ethical requirements and guidance set out in this Part apply to all members in public practice and employees of their firms.

## **Section 410 Descriptions of Members and Names of Practising Firms**

This section should be read in conjunction with Section 150 “Professional Behaviour”

### **Members’ Descriptions**

- 410.1 A person who has been admitted to membership of the institute as a Certified Public Accountant may describe himself as a “Certified Public Accountant” and may use after his name the initials “CPA”.
- 410.2 A person who has been admitted to membership of the institute as a Certified Financial Accountant may describe himself as a “Certified Financial Accountant” and may use after his name the initials “CFiA”.
- 410.3 A person who has been admitted as a provisional member or associate member of the institute may describe himself as a “Provisional Member of the MICPA” or “Associate Member of the MICPA” respectively.

### **Practice Names**

- 410.4 A member in public practice should ensure that the practice name is consistent with the dignity of the profession.
- 410.5 A practice name should not be misleading as, for example, by leading to confusion with that of another firm; nor should the name of the firm comprise words of description of geographical significance. It is the custom of the profession and a requirement of the Accountants Act 1967 that a member shall practise in his own name, or under a firm’s name based on the names of past or present partners in the firm itself or in a firm with which it has merged or amalgamated.

### **Practice Description**

- 410.6 A member in public practice may describe his firm in accordance with the requirements set out in the Malaysian Institute of Accountant’s By-laws on Professional Conduct and Practice.

## **Section 420 Obtaining Professional Work**

This section should be read in conjunction with Section 250 “Marketing Professional Services”

### **Practice Promotion and Advertising**

- 420.1 Subject to the requirements which follow, a member in public practice may seek publicity for his services, achievements and products and may advertise the services, achievements and products in any way or by any means consistent with the dignity of the profession. Such publicity and advertising should conform to the basic principles of legality, professional good taste, clarity and truthfulness and not project an image inconsistent with that of a professional person bound to high ethical and technical standards. Promotional materials should not make disparaging references to, or disparaging comparisons with, the services of others.
- 420.2 A member in public practice should not promote or seek to promote its services, or the services of another member or practice, in such a way or to such an extent, as to amount to harassment of a potential client.
- 420.3 A member in public practice will be held responsible for the form and content of any publicity or advertisement, whether undertaken personally by the member or his firm or by another person or organisation on its behalf.

### **Payment for Introductions**

- 420.4 A member or his practice should not, in return for the introduction of a client, for work other than insolvency, give or offer a commission, fee or reward to a third party unless the client is aware of the arrangements with that third party, and in particular with regard to payment for introductions.

### **Response to Invitation to Tender**

- 420.5 A member in public practice shall not respond to any public advertisements to tender for professional work except for proposals for non-recurring professional work.
- 420.6 A member in public practice may, however, if called upon by an organisation to tender or submit a proposal or quotation of fees in respect of professional work, reply to such a request.

### **Quotation of Fees**

- 420.7 A member in public practice who responds to an inquiry for fee quotation for any professional work shall comply with the provisions in Section 240 “Fees and Other Types of Remuneration” and the additional guidance in Appendix III.

## **Section 430      Clients' Money**

This section should be read in conjunction with Section 270 "Custody of Client Assets"

### **General**

- 430.1      A member in public practice is strictly accountable for all clients' money received by him. The member should keep such money separately from all other money in his hands and use such money only for the purpose for which it is entrusted to him.
- 430.2      In this section, the term "clients' money" means all money (whether in the form of cash, cheque, draft or electronic transfer) received by a member in public practice to be held or disbursed by him on the instructions of the persons from whom or on whose behalf the money is received.
- 430.3      For convenience, this section has been drafted in terms of the duties imposed on firms. The requirements set out in this section apply to all members in public practice.

### **Clients' Accounts**

- 430.4      Clients' money should be paid without delay into a bank account, separate from other accounts of the firm. Such accounts may be either a general account or an account in the name of a specific client but which should, in all cases include the word "client" in its title. Any such bank accounts are referred to herein as "client account".
- 430.5      Whenever a firm opens a client account, written notice in clear terms as to the nature of the account should be given to the bank concerned.
- 430.6      Where a firm receives a cheque or draft which includes both client's money and other money, the firm should pay it into a client account. Once the money has been received into the client account, the firm may withdraw from that account such part of the sum received as can properly be transferred to an office account in accordance with the principles set out in paragraph 430.8 below.
- 430.7      Save as referred to in paragraph 430.6 above, no money other than clients' money should be paid into a client account.
- 430.8      Drawings on a client account may be made only:
- (a)      to meet payments due from a client to the firm for professional work done by the firm for the client provided that:
    - (i)      the client has been informed in writing, and has not disagreed, that money held or received for him will be so applied; and
    - (ii)     a bill has been rendered;



- (b) to cover disbursements made on a client's behalf;
  - (c) to, or on the instructions of, a client.
- 430.8 A firm should ensure that in no circumstance should any amount be withdrawn from a client account which exceeds the total of the money held for the time being in the account of the client concerned.
- 430.9 A firm should be careful to differentiate, both in its records and where appropriate, in its use of client accounts, between money held on behalf of a client in his personal capacity and that, with the knowledge of the firm, held on behalf of the same client as trustee for others. A separate client account should be opened to receive the trust money of each separate trust.

### **Interest on Client Account Money**

- 430.10 In the absence of express agreement to the contrary, any interest on a client's money should be accounted for to the client. Where money of several clients is held in the same account, any interest arising thereon should be apportioned as appropriate among the clients concerned.

### **Money Held as Stakeholder**

- 430.11 Money held by a firm as a stakeholder should be regarded as clients' money and should be paid into a separate bank account maintained for the purpose or into a client bank account.

### **Maintaining Records**

- 430.12 A firm should at all times maintain records so as to show clearly the money the firm has received, held or paid on account of its clients and the details of any other money dealt with by the firm through a client's account, clearly distinguishing the money of each client from the money of any other client and from the firm's money.

## **Section 440 Independence – Insolvency Practice**

This section should be read in conjunction with Section 280 “Objectivity – All Services”

### **Introduction**

- 440.1 Members in public practice are required to comply with the fundamental principles set out in Part A of this Code when providing any professional service. The fundamental principle of objectivity is the most common to be applied to the situations in which members perform insolvency work.
- 440.2 This section provides specific guidance on independence requirements in relation to insolvency appointments, applying the fundamental principle of objectivity.
- 440.3 The following paragraphs refer to specific situations in relation to insolvency appointments in which a member in public practice may not properly accept appointment. In situations other than those dealt with, a member in public practice should only accept office in any insolvency role sequential to one in which the member or his firm or a current employee or partner of the firm has previously acted after giving careful consideration to the implications of acceptance in all the circumstances of the case and satisfying himself that objectivity is unlikely to be, or appear to be, impaired by a prospective conflict of interest or otherwise.
- 440.4 For convenience, this section has been drafted in terms of the requirements imposed on the firm. The requirements in this section apply to all members in public practice

### **Appointment as Receiver or Liquidator**

- 440.5 Where a firm or a partner or an employee of a firm has, or during the previous two years has had, a continuing professional relationship with a company, no partner or employee of the firm should accept appointment as receiver or as receiver and manager of that company
- 440.6 Where a firm or a partner or an employee of a firm has, or during the previous two years has had, a continuing professional relationship with a company, no partner or employee of the firm should accept appointment as liquidator or provisional liquidator of that company if the company is insolvent. Where the company is solvent, such appointment should not be accepted without careful consideration being given to the implications of acceptance in that particular case, and a member in practice should satisfy himself that the directors’ declaration of solvency is likely to be substantiated by events.
- 440.7 “Continuing professional relationship” as is referred to in paragraphs 440.5 and 440.6 above does not arise where the relationship is one which springs from the appointment of the firm by a creditor or other party having an actual or potential financial interest in the company to investigate, monitor or advise on its affairs.

### **Appointment as Liquidator Following Receivership**

440.8 Where a partner or an employee of a firm is, or in the previous two years has been receiver of any of the assets of a company, no partner or employee of the firm should accept appointment as liquidator of the company.

### **Appointment as Auditor Following Receivership**

440.9 Where a partner or an employee of a firm has been receiver of any of the assets of a company, neither the firm nor any partner or employee of the firm should accept appointment as auditor of the company, or of any company which was under the control of the receiver, for any accounting period during which the receiver acted or exercised control.

## **Section 450 The Use of Incorporated Companies**

### **Introduction**

450.1 Subject to the requirements which follow, a member in public practice may conduct all or any part of his practice by or under an incorporated company, other than in relation to any aspect of professional work the corporate practice of which is forbidden by law.

### **Provision of Services through Incorporated Companies**

450.2 A member in public practice may participate as a director and / or shareholder in a limited or an unlimited liability company which offers services to the public such as taxation services, management consultancy or share registry. While the range of such services is wide, it nevertheless excludes services of the following nature:

- Performance of an audit or assurance engagement;
- Preparation of an accountant's report in relation to prospectuses or similar types of documents;
- Services as executor, trustee, liquidator, receiver and official manager, or any other form of statutory appointment.

450.3 A company which offers services such as those described in paragraph 450.2 above may use any appropriate descriptions but shall not be described as "Certified Public Accountants".

450.4 A member in public practice who conducts all or any part of his practice by or under an incorporated company is subject to the provisions of this Code as a member engaged in public practice as an individual.

## Section 460 Ownership of Documents and Records

### Introduction

460.1 This section sets out the requirements governing the ownership of documents and records that members in public practice, in the course of their work, will either create or come into possession. It covers the following matters:

- (a) what documents and records are or are not owned by members;
- (b) how long should a member retain documents and records; and
- (c) what rights by way of lien a member has over documents and records not owned by him.

### Documents and Records

460.2 In this section, the term “documents” is not confined merely to documents stored on paper but extends to information stored on microfilm or electronically.

### Ownership

#### Determination of Ownership

460.3 Determination of ownership of documents and records is generally a mixed question of law and fact. Where particular documents and records are not owned by the member in public practice, they generally belong to the client. In order to determine whether documents and records belong to the member it may be necessary to consider:

- (a) the capacity in which the member acts in relation to his client;
- (b) the contract between the member and his client usually as evidenced in an engagement letter; and
- (c) the purpose for which the documents and records exist or are brought into being.

#### The Capacity

460.4 A member in public practice may act for a client either as a principal or as an agent depending on the nature of the work covered by the engagement. The distinction is significant in relation to the ownership of documents created by the member during the engagement. As a general rule where the relationship between the member and his client is that of principal and agent, documents prepared, acquired or brought into being by the member solely for his own purpose as principal belong to the member and only those documents brought into being by the member on the specific instructions of the client belong to the client. Where the member acts as an agent for his client, documents brought into being by the member pursuant to the

retainer normally belong to the client. In either case, documents and records provided initially by the client to the member will remain the property of the client.

### **The Contract**

- 460.5 It is recommended that members in public practice consider dealing with the issue of ownership of documents in the engagement letter with their clients. Any specific agreement reached between the member and his client relating to the ownership of documents produced by the member will override the principles referred to above.
- 460.6 The following are examples of the capacities in which a member in public practice may act for a client. The question of ownership of documents and records will depend on the nature of the work to be done.

### *Auditing*

- 460.7 In acting as an auditor, the member in public practice is acting as a principal. The end product of his work is to give an auditor's report. Documents prepared by the member solely for the purpose of carrying out his duties as auditor belong to the member. The ownership of documents or records is decided without reference to whether the audit is carried out under statutory provisions or not.

### *Accountancy*

- 460.8 Where the work of the member in public practice is solely accountancy, the question of ownership will depend on the nature of the work to be done. For example, if the work is to prepare or write up accounting records for the client, the completed accounting records belong to the client. If the work is to prepare for the client financial statements from the client's accounting records, the financial statements belong to the client, while the member's drafts and office copy of the financial statements belong to the member. If, however, the client has specifically asked for drafts to be prepared for him, they will belong to the client as the drafts are the "product" which is required by the client.
- 460.9 Similar considerations apply in connection with the preparation of other documents such as reports, memoranda and notes. If the final documents are specifically prepared for the client at his request, they belong to the client and the member's drafts and office copy will belong to the member. If, however, the client has specifically asked for drafts to be prepared for him, the drafts will belong to the client as they are the "product" which is required by the client. On the above principles, analyses of banking accounts and correspondence with bankers and stockbrokers for the purpose of preparation of financial statements would normally belong to the member.
- 460.10 If the member's work is to prepare financial statements from incomplete records, and he is not instructed by the client to work on the records themselves, schedules which he prepares for the purpose of producing the financial statements would normally belong to the member.

*Taxation*

- 460.11 Where the work of the member in public practice relates to taxation, the question of ownership will depend on the nature of the work to be done. For example, if the work is of a tax compliance nature (such as the preparation and submission of accounts, tax returns and computations to the Inland Revenue Board and the agreement of the client's tax liabilities), the accounts, schedules, computations and correspondence with the Inland Revenue Board in relation to that work belong to the client. Where the work is to prepare a report for the client to be submitted to the Inland Revenue Board in connection with an enquiry or investigation, the report and the schedules supporting the report belong to the client.
- 460.12 If the work to be done is to give tax advice, the member is acting as principal and letters or documents giving that advice belong to the client. However, drafts, memoranda, notes and correspondence with, for example, solicitors in connection with that work belong to the member.

**The Purpose for which Documents and Records Exist**

- 460.13 The following is a non-exhaustive list of purposes for which documents exist or are brought into being, which in turn may affect the question of ownership.

*Communications between a Member and His Client*

- 460.14 Letters received by a member in public practice from his client belong to the member. A member's copy of any letter written to his client is made solely for his own purposes and also belongs to the member. A member's notes of questions and answers between the client and the member belong to the member.

*Communications with Third Parties*

- 460.15 Ownership of copies of communications between a member in public practice and third parties depends on the relationship between the member and his client. Where the member is an agent, the copies belong to his client. On the other hand, where the member is acting as principal, the copies belong to the member. This would include documents which are not the end product of the member's work, for example:
- (a) documents confirming or otherwise the balance of an account between a third party and the client, such as those in respect of bank balances or the custody of securities; and
  - (b) other documents which the member has obtained solely for his own use in carrying out his duties as principal. These will normally include correspondence between the member and the client's solicitors.

*Internal File Notes*

- 460.16 File notes which a member in public practice produces in the course of his work as an agent belong to the client (see paragraph 460.11 above as to tax compliance work). File notes which a member in public practice produces in the course of his work as principal belong to the member.

**Retention of Documents**

- 460.17 Members in public practice are recommended to have a document retention policy in respect of their files and documents including audit, tax and other working papers and general client information. In determining a document retention policy, consideration should be given to the following:
- legal requirements governing the periods of retention;
  - the period of time during which actions may be brought in the courts for which documents may need to be available as evidence;
  - whether the documents in question form part of the books and records of a company.

Members are recommended to seek legal advice when formulating a document retention policy.

**Liens**

- 460.18 A member in public practice, to the extent permitted by law, may assert a lien for unpaid fees. Members are recommended to obtain legal advice before seeking to exercise a lien.

**General and Particular Liens**

- 460.19 A lien is a right of a person to retain possession of the owner's property until the owner pays what he owes to the person in possession. At law, there are general and particular liens. A general lien is a lien which allows a creditor to retain any property belonging to the debtor in respect of any debt, not necessarily a debt which relates to the retained property itself. A particular lien is a lien over property which can be retained only until payment of a particular debt due in respect of that property is paid.
- 460.20 Members are advised that only a particular lien is likely to be relevant to a member in public practice. An accountant has a particular lien over documents belonging to his client in respect of which the accountant has performed work for which he has not been paid the fee due.



**Conditions for the Exercise of a Particular Lien**

460.21 A right of particular lien (in the absence of any agreement to the contrary) will exist only where all of the following circumstances apply:

- (a) the documents retained must be the property of the client who owes the money and not of a third party, no matter how closely connected with the client;
- (b) the documents must have come into the possession of the member by proper means;
- (c) work must have been done by the member upon the documents; and
- (d) the fees for which the lien is exercised must be outstanding in respect of such work and not in respect of other unrelated work.

Accordingly, where a member in public practice does work for a company and also for the directors of that company in their private capacities, if the fees for work done for a director in his private capacity are unpaid, no right of lien exists over the company's documents in the light of (a) and (d) above.

## **Section 470 Arrangements to Cover the Incapacity or Death of a Sole Practitioner**

### **General**

- 470.1 It is in the interest of a member in practice as a sole practitioner to enter into an arrangement with another member or firm for continuity in the management of his practice, in the event of his incapacity or death. Without such arrangement, the continuing incapacity or death of a sole practitioner will cause considerable difficulty and inconvenience to his clients and may lead to reduction in the value of the practice or even its disintegration.
- 470.2 Arrangements to cover incapacity or death should be made as soon as possible and should provide, so far as possible, for the practice to be continued as a going concern until such time as the sole practitioner recovers or he or his representatives decide to dispose of the practice. Where the firm is an approved training organisation these arrangements should include provision for notification of the death or anticipated continuing incapacity of the sole practitioner to the Institute so that provision can be made to ensure that approved practical experience of registered students, provisional members or associate members is not placed in jeopardy.
- 470.3 Where an arrangement is made with another sole practitioner or with a firm, it may take the form of an agreement to manage the practice or may be an agreement to sell the practice on a predetermined basis. When such arrangements are under consideration the compatibility of the respective practices, especially in relation to audit procedures, fees and the general state of the work in both offices, should be borne in mind.
- 470.4 Members should ensure that their executors and family will be aware, in the event of the member's death or incapacity, of the arrangements made for the management of the practice.

### **Content of Continuity Agreement**

- 470.5 The arrangements suggested in paragraph 470.3 above should be in the form of a written agreement. The terms of the continuity agreement will depend upon the circumstances but it is desirable that the following matters should be covered:
- (a) the legal relationship between the member who is to act in the practice (the continuity nominee) and the principal;
  - (b) the circumstances which will cause the management arrangement under the continuity agreement to commence operating;
  - (c) the maximum duration of the management of the practice under the continuity agreement and provisions for a review of the arrangement should the circumstances warrant an extension of time;

- (d) the general nature of the obligations to be assumed by the continuity nominee;
  - (e) the powers of the continuity nominee relating to such matters as the administration of the practice, engagement and dismissal of staff and operating bank accounts;
  - (f) the basis of remuneration of the continuity nominee;
  - (g) the form of the letter to be sent to clients in the event of the principal's incapacity or death.
- 470.6 Members are recommended to seek legal advice when drawing up a continuity agreement.

### **Ethical Considerations**

- 470.7 It is of the essence of the arrangements described in this section that the member who acts as continuity nominee of the practice of the deceased or incapacitated sole practitioner should not seek any personal advantage from the arrangement other than proper remuneration for the services he renders. A member acting as continuity nominee should not, on his own behalf or that of his firm, during the period from the commencement of his appointment to two years after the arrangement is terminated, accept clients from the practice he is assisting without the express agreement of the incapacitated member or his personal representatives. The continuity nominee could render himself liable to a complaint if he fails to comply with this provision.
- 470.8 It is also desirable that the practice of the incapacitated member should continue to be carried on from the principal's premises. The continuity nominee should, whenever possible, interview clients and staff of the incapacitated member at the principal's office.
- 470.9 It is not improper and may indeed be appropriate for the member who acts as continuity nominee to agree to acquire the practice from the incapacitated member or his personal representatives (as the case may be) though the personal representatives should normally be independently advised.

### **Considerations Relating to Continuing Incapacity**

- 470.10 Unless and until the practice is disposed of and appropriate notice given to clients the incapacitated member continues as owner of the practice and has the overall responsibility for the actions of the continuity nominee appointed to manage the practice. It is therefore important that the professional indemnity insurers and other insurers are informed of the new circumstances; this includes notifying insurers of the appointment of a continuity nominee to manage the practice. It is also desirable, especially if the incapacity is likely to be of long duration, that clients should be advised of the arrangements made for the continuation of the practice. Indeed it may be desirable for a sole practitioner, on entering into an arrangement of the kind outlined in this section to inform his clients, as appropriate, of the arrangement made for the continuance of service to them.

- 470.11 For the reason set out in the preceding paragraph, no changes in the name of the practice are necessary. The name of the continuity nominee should be disclosed on the letter-heading etc., it being made clear that he acts as such and not as a principal.

### **Considerations Relating to Death**

- 470.12 A sole practitioner's practice vests on death in his personal representatives i.e. in the executors appointed by his will or in the case of his intestacy, in those who apply for and are granted letters of administration of his estate. It is recommended that a sole practitioner should make a will and appoint executors who, as such, could act immediately to protect the practice. It would be advantageous if one of the executors is professionally qualified. If the sole practitioner dies intestate, his personal representatives will have no legal authority to act until they have obtained letters of administration. Any delay in obtaining a grant of letters of administration may cause interruptions to the management of the practice.
- 470.13 It will be necessary for the insurers to be advised of the death of the policyholder and of the arrangements made for the continuation of the practice. This is particularly important in the case of professional indemnity insurance in order to ensure that the personal representatives and/or the continuity nominee are properly insured.

### **Statutory Audits**

- 470.14 The incapacitated member will remain the duly appointed auditor and can only be removed in accordance with the appropriate statutory procedure. On the other hand, the death of a sole practitioner who was the duly appointed auditor gives rise to a vacancy. It is desirable that those responsible for the appointment of auditors should be informed of the nature of the arrangements which have been made for the continuation of the practice.
- 470.15 The provisions in Section 210 "Professional Appointment" and the additional guidance in Appendix II are applicable whether or not the incapacity of the auditor is the circumstance which gives rise to the client's intention to appoint a new auditor.

### **Approved Training Organisations**

- 470.16 Where the firm is an approved training organisation, in the event of the death or continuing incapacity of the sole practitioner, his continuity nominee or personal representatives should inform the Institute of the fact. Formal arrangements should have been made with another member or firm to ensure the continuity of practical training and supervision for the registered students or provisional members or associate members. It is important that these arrangements are reviewed by the Institute to establish whether the arrangements are satisfactory and to avoid as far as possible any prejudice to the position of the registered students or provisional members or associate members.

## Appendix I – Additional Guidance on Confidentiality (Section 140)

In addition to the requirements in Section 140, members should consider the guidance for the following situations.

### Disclosure of Information by Clients

1. Where a member in public practice is engaged to carry out any professional work by a client, it is his duty to make it clear to the client that he can only do so on the basis of full disclosure of all information relevant to the work in question. If the client will not agree, the member should not act for the client.
2. If an existing client fails to provide such information as the member may require, the member has a professional obligation to indicate this fact in any report that he makes. Furthermore, in the case of an audit report, the member has a statutory obligation to do so by virtue of section 174(3) of the Companies Act 1965. In either case, the member may seriously consider whether he can continue to act.
3. A member may, in the course of his work, acquire information from a client that has a bearing on the information supplied to him by another client. In such circumstances it would be a breach of the duty of confidentiality owed to the first client to reveal the information to the second client without the permission of the first client and, in all probability, any attempt to obtain that permission from the first client would result in a breach of the duty of confidentiality owed to the second client. The member should instead endeavour to substantiate the information acquired with evidence obtained from within the books and records of the second client. If this proves impossible, the member should seek the consent of the second client for him to obtain direct confirmation of the information concerned from the first client. If the information is relevant to his work as auditor of the second client and consent is refused, the member should consider qualifying his report or resigning from the appointment.

### Disclosure of Confidential Information

4. Where a member in public practice is required by law or regulations to disclose information which would otherwise be confidential, the member should disclose that information in compliance with relevant legal requirements. A member may disclose confidential information to third parties, when not obliged to do so by law or regulations, if the disclosure can be justified in the public interest and is not contrary to laws and regulations.
5. When considering whether or not disclosure is justified in the public interest, members should take the following into account:
  - the relative size of the amounts involved and the extent of the likely financial damage;
  - whether members of the public are likely to be affected;
  - the possibility or likelihood of repetition;

- the reasons for the client's unwillingness to disclose the matter to the proper authority himself;
- the gravity of the matter;
- relevant legislation, accounting standards and auditing standards; and
- any legal advice obtained.

Determination of where the balance of public interest lies will require very careful consideration and it will often be appropriate to take legal advice before making a decision

### **Enquiries by Public Authorities**

6. Where a member is approached by the police, the Inland Revenue Board, the Customs and Excise authority or other public authority making enquiries to provide information about a client's affairs, the member should act with caution. The member should ascertain under what statutory authority the information is demanded. Unless the member is satisfied that such authority exists, he should decline to give any information until he has obtained his client's authority. If the client's authority is not forthcoming and the demand for information is pressed the member should seek legal advice before giving information.

### **Appearance as Witness in Court**

7. Where a member is requested to appear in court as a witness against a client or former client, the member should normally refuse unless he is served with a subpoena or other lawful summons to do so. In legal proceedings, the member should answer any questions that are put to him even though he may thus disclose information obtained in a confidential capacity; the member may ask the court for confirmation whether he is obliged to answer particular questions. The member cannot lawfully refuse to produce in court any documents in his ownership or possession which the court may direct him to produce.

## **Appendix II – Additional Guidance on Changes in a Professional Appointment (Section 210)**

In addition to the requirements in Section 210, members should consider the following guidance on changes in a professional appointment.

### **General**

1. Clients have the right to choose their accountants, whether as auditors or professional advisers, and to change their accountant if they so decide.
2. In this guidance the term “accountant” means a professional accountant in public practice (not necessarily a member of the institute) or a firm providing audit and/or other professional services. The term “existing accountant” means the accountant currently carrying out professional work for a client, while the term “proposed accountant” means the accountant who has been invited by the client to accept nomination or appointment.
3. This guidance applies whether the client is a company or any other corporate body, an individual, a partnership or any other kind of association and a member invited to accept nomination or appointment as auditor of a body other than a company should be guided by the same considerations as those indicated in relation to a company.

### **Invitation to Accept Appointment**

4. A member in public practice who is asked to accept appointment in replacement of an existing accountant in respect of recurring work should:
  - (a) explain to the prospective client his professional duty to communicate with the existing accountant and request the client’s permission to do so;
  - (b) on receipt of permission from the client, write to the existing accountant regarding his involvement with the client and request for disclosure of any issues or circumstances which may be relevant to his decision to accept or decline the appointment.
5. Communication is meant to ensure that all relevant facts are known to the member, who having considered them, is then entitled to accept the appointment if he so wishes. The need to communicate exists whether or not the existing accountant intends to make representations to the proprietor, including in the case of audit appointment, the existing auditor’s statutory rights to make representations to the shareholders, and whether or not he still continues to act. Communication of the facts to a prospective successor cannot relieve the existing accountant of his duty to continue to press on the client his views on any technical or ethical matters which may have led him into dispute with the client, nor does it affect the freedom of the client to exercise his right to a change of accountant.

6. A member must treat in the strictest confidence any information given by the existing accountant and should weigh this carefully in reaching a decision whether or not to accept the appointment.
7. The initiative in the matter of communication rests with the proposed accountant. The existing accountant should not volunteer information in the absence of such communication and of authority from the client.
8. A member in public practice who receives any communication in terms of paragraph 4 should answer the communication promptly. The member should:
  - (a) inform the proposed accountant whether there are any matters about the client's affairs of which the proposed accountant should be aware. If there are no such matters the member should write to say that this is the case. If there are any such matters which should be disclosed, the member should obtain the permission of the client to give the information and to discuss the client's affairs with the proposed accountant;
  - (c) on receipt of permission from the client, the member should inform the proposed accountant of all matters which in his opinion the latter should be aware.
9. If the member considers that there are professional or other reasons why the proposed accountant should not accept the appointment, he must be prepared to state the facts and why he feels those facts justify his opinion.
10. The member should give information as to the professional considerations which arise. This information may indicate, for example, that the reasons for the change which are advanced by the client are not in accordance with the facts. It may disclose that the proposal made to displace the existing accountant is put forward because he has stood his ground and carried out his professional duties in the face of opposition or evasion on an occasion on which important differences of principle or practice have arisen between him and the client.
11. Where a member in public practice believes but cannot be certain that the client or its directors or employees have been guilty of some unlawful act or default, the member is advised to refer to the relevant auditing standards in determining the course of action that should be taken.
12. If the client fails or refuses to grant the member in public practice permission to disclose and/or discuss the client's affairs with the proposed accountant, the member should report that fact to the proposed accountant who, if a member of the Institute, should consider carefully the reason for such failure or refusal when determining or not to accept appointment.
13. Where the member in public practice decides to accept an appointment having been given notice of any matters which are the subject of contention between the existing accountant and the client, the member must be prepared, if requested to do so, to demonstrate to the Investigation Committee that proper consideration has been given by him to those matters.



14. If the member in public practice does not receive within a reasonable time a reply to his communication to the existing accountant referred to in paragraph 4 and he has no reason to believe that there are any unusual circumstances surrounding the proposed change, he should endeavour to get in touch with the existing accountant by some other means. If the member is unable to do so, or is unable to obtain a satisfactory outcome in this way he should send a further letter, preferably by recorded delivery service, stating that unless he receives a reply within a specified time, he will assume that there are no matters of which he should be aware before deciding whether to accept the appointment.
15. Members in public practice should undertake the same procedures with non-members as with members.

### **Unpaid Fees of Previous Accountant**

16. The fact that there may be fees owing to the existing accountant is not of itself a reason why a member in public practice should not accept an appointment. If the member does accept, it may be appropriate for him to assist in any way open to him towards achieving a settlement of the fees outstanding. The member should not seek to interfere with the exercise of any lien which the existing accountant may have.

### **Transfer of Documents and Records**

17. A member in public practice should transfer promptly to his successor after the latter has been duly appointed all documents and records belonging to the client which are in his possession, unless he is exercising a lien thereon for unpaid fees. (See Section 460, Ownership of Documents and Records.)

### **Providing Information to a Successor**

18. The incoming accountant often needs to ask his predecessor for information as to the client's affairs, which the client is unable to provide and lack of which might prejudice the client's interests. Such information should be promptly given and unless there is good reason to the contrary, such as an unusual amount of work involved, no charge should be made.

### **Audit Appointment**

19. In the following paragraphs the term "existing auditor" means the accountant or firm currently filling or who last filled the office.
20. Auditors of a company are normally appointed to hold office until the conclusion of the next general meeting at which financial statements are submitted. Provided the relevant statutory procedure is followed, the shareholders are entitled in general meeting to appoint an auditor other than the existing auditor, just as, when the necessary notice of such an intention is received, the existing auditor is entitled under the Companies Act 1965 to make written representations and to address the meeting.

21. When a member in public practice is invited to accept nomination as auditor in replacement of an existing auditor, the member should, before agreeing to accept nomination, communicate in writing with the existing auditor.
22. Before communicating with the existing auditor, the member should make it clear to the prospective client that he must not be nominated until he has informed the client in writing that he is prepared to accept nomination. The member should request that the client inform the existing auditor of the proposed change, making it clear that the member has not at that stage accepted nomination. He should also request that, at the same time, the client give the existing auditor written authority to discuss the client's affairs with the member.
23. In addition to the foregoing, the considerations set out in paragraphs 4 to 18 above apply to a change in the appointment of auditor.

### **Joint Auditor**

24. When a member in public practice receives an invitation to accept nomination as a joint auditor either with a prospective new joint appointee or with an existing auditor, the member should be guided by similar considerations to those set out above in relation to nomination as sole auditor.
25. The appointment of joint auditors confers joint and several responsibility on all the joint auditors appointed by a company. The proposed withdrawal or displacement of a joint auditor creates a circumstance in which the nature of the appointment is substantially changed so that a surviving joint auditor should communicate formally with the other joint auditors as though he was being asked to undertake a completely new appointment.

### **Filling a Casual Vacancy**

26. When a member in public practice is invited to accept nomination to fill a casual vacancy, the member should be guided by similar considerations to those set out above in relation to an ordinary nomination. If the casual vacancy is due to the death or incapacity of the existing auditor, the member may need to adapt his procedure in the light of the particular circumstances, obtaining such information as he may need from the previous auditor's partners, if any, or the continuity nominee or the administrators of the deceased auditor's estate or such other source as may be deemed appropriate.

### **Business Acquired by a New Company**

27. When a member in public practice is invited to accept appointment as auditor of a new company formed to acquire an existing business and the ownership of the company is substantially the same as it was of the acquired business, the member should, in his own interest, communicate with the auditor or accountant who acted for that business.

**Additional Professional Work**

28. A member in public practice may be invited to undertake professional work which is additional to that already being carried out by the auditor of the company or by another accountant who will continue with his existing duties. In that event, the member should notify the other accountant of the work he has been asked to undertake unless the client provides acceptable reasons why such notice should not be given. The reason for this notification is not merely as a matter of professional courtesy, but to give the existing accountant notice of the scope of the new appointment which may have an important bearing on the way he discharges his own continuing responsibilities to the client and to enable him to provide full cooperation to the member carrying out the new assignment.

## Appendix III – Additional Guidance on Fees (Section 240)

In addition to the requirements in Section 240, members should consider the following guidance relating to fee quotation.

### Fee Quotations

1. A member in public practice may charge such fees as he may consider appropriate in respect of the work he undertakes. Fees should be determined by reference to:
  - (a) the seniority and professional expertise of the persons necessarily engaged on the work;
  - (b) the time expended by each person engaged on the work;
  - (c) the degree of risk and responsibility which the work entails;
  - (d) the nature of the client's business, the complexity of its operations and the work to be performed; and
  - (e) the urgency and importance of the work to the client.
2. A member in public practice should, prior to the commencement of any engagement, inform the client of the basis on which fees will be calculated. This should be stated normally in an engagement letter, including the estimated initial fee (where practicable) and where the basis of future fees will differ from that of initial fees, the basis on which such fees will be rendered. Where there is no engagement letter, the member should confirm the basis on which fees will be calculated in writing to the client as soon as practicable.
3. The fact that a member has quoted a fee lower than another accountant for undertaking the same or similar work is not improper provided care is taken to ensure that the client is not misled as to the services that a quoted fee is intended to cover and the basis on which the fee is to be determined for the current and subsequent years.
4. In the case of work of a recurring nature, and in particular audit work, the existing level of fees will generally have been built up over a number of years by reference to the level of work required and acceded to by the client on that basis. Members in public practice who quote a level of fee for such work which is significantly lower than the existing fee, should be aware that their objectivity and the quality of their work may appear to be threatened by self-interest in securing the client. The members should ensure that their work complies with the relevant standards, guidelines and regulations and, in particular, quality control procedures.
5. If in the course of an investigation into allegations of unsatisfactory work on the part of a member there is evidence of the work having been obtained or retained through quoting a fee that is not economic in terms of the factors set out in paragraph 1 above, that fact may be taken into account in considering the member's conduct having regard to the fundamental principles established in this Code.

### **Percentage and Contingent Fees**

6. Fees should not be charged on a percentage, contingent or similar basis, except where that course is authorised by statute or is generally accepted practice for certain specialist work.
7. In some circumstances, such as advising on a management buy-out or the raising of venture capital, fees cannot realistically be charged save on a contingency fee basis; to require otherwise may deprive potential clients of professional assistance, for example where the capacity of the client to pay is dependent upon the success or failure of the venture.
8. Where work is subject to a fee on a percentage, contingent or similar basis, the capacity in which a member in public practice has worked and the basis of his remuneration should be made clear in any document prepared by the member in contemplation that a third party may rely on it.

### **Fee Information and Disputes**

9. A member in public practice should provide, without charge, such details as are reasonable to enable the client to understand the basis on which the fees have been charged. Members should also take reasonable and prompt steps to resolve any dispute that arises.
10. A member in public practice whose fees have not been paid may in certain circumstances exercise a lien on certain books and papers of a client upon which he has been working. (See Section 460, Ownership of Documents and Records.)

## DEFINITIONS

In this Code of Ethics the following expressions have the following meanings assigned to them:

**Advertising**                    The communication to the public of information as to the services or skills provided by professional accountants in public practice with a view to procuring professional business.

**Assurance client**                The responsible party that is the person (or persons) who:

- (a)    In a direct reporting engagement, is responsible for the subject matter; or
- (b)    In an assertion-based engagement, is responsible for the subject matter information and may be responsible for the subject matter.

(For an assurance client that is a financial statement audit client see the definition of financial statement audit client.)

**Assurance engagement**        An engagement in which a professional accountant in public practice expresses a conclusion designed to enhance the degree of confidence of the intended users other than the responsible party about the outcome of the evaluation or measurement of a subject matter against criteria.

(For guidance on assurance engagements see the International Framework for Assurance Engagements issued by the International Auditing and Assurance Standards Board, which has been adopted by the Institute, which describes the elements and objectives of an assurance engagement and identifies engagements to which International Standards on Auditing (ISAs), International Standards on Review Engagements (ISREs) and International Standards on Assurance Engagements (ISAEs) apply.)

**Assurance team**                    (a) All members of the engagement team for the assurance engagement;

- (b) All others within a firm who can directly influence the outcome of the assurance engagement, including:
  - (i) those who recommend the compensation of, or who provide direct supervisory, management or other oversight of the assurance engagement partner in connection with the performance of the assurance engagement. For the purposes of a financial statement audit engagement this includes those at all successively senior levels above the engagement partner through the firm's chief executive;

- (ii) those who provide consultation regarding technical or industry specific issues, transactions or events for the assurance engagement; and
  - (iii) those who provide quality control for the assurance engagement, including those who perform the engagement quality control review for the assurance engagement; and
- (c) For the purposes of a financial statement audit client, all those within a network firm who can directly influence the outcome of the financial statement audit engagement.

Clearly insignificant	A matter that is deemed to be both trivial and inconsequential.
Close family	A parent, child or sibling, who is not an immediate family member.
Contingent fee	A fee calculated on a predetermined basis relating to the outcome or result of a transaction or the result of the work performed. A fee that is established by a court or other public authority is not a contingent fee.
Council	The Council of the Malaysian Institute of Certified Public Accountants
Direct financial interest	<p>A financial interest:</p> <ul style="list-style-type: none"> <li>• Owned directly by and under the control of an individual or entity (including those managed on a discretionary basis by others); or</li> <li>• Beneficially owned through a collective investment vehicle, estate, trust or other intermediary over which the individual or entity has control.</li> </ul>
Director or officer	Those charged with the governance of an entity, regardless of their title, and include those persons defined as such in section 4(1) of the Companies Act 1965.
Engagement partner	The partner or other person in the firm who is responsible for the engagement and its performance, and for the report that is issued on behalf of the firm, and who, where required, has the appropriate authority from a professional, legal or regulatory body.
Engagement quality control review	A process designed to provide an objective evaluation, before the report is issued, of the significant judgments the engagement team made and the conclusions they reached in formulating the report.
Engagement team	All personnel performing an engagement, including any experts contracted by the firm in connection with that engagement.

Existing accountant	A professional accountant in public practice currently holding an audit appointment or carrying out accounting, taxation, consulting or similar professional services for a client.
Financial interest	An interest in an equity or other security, debenture, loan or other debt instrument of an entity, including rights and obligations to acquire such an interest and derivatives directly related to such interest.
Financial statements	The balance sheets, income statements or profit and loss accounts, statements of changes in financial position (which may be presented in a variety of ways, for example, as a statement of cash flows or a statement of fund flows), notes and other statements and explanatory material which are identified as being part of the financial statements.
Financial statement audit client	An entity in respect of which a firm conducts a financial statement audit engagement. When the client is a listed entity or public interest entity, financial statement audit client will always include its related entities.
Financial statement audit engagement	A reasonable assurance engagement in which a professional accountant in public practice expresses an opinion whether financial statements are prepared in all material respects in accordance with an identified financial reporting framework, such as an engagement conducted in accordance with approved auditing standards in Malaysia or International Standards on Auditing. This includes a Statutory Audit, which is a financial statement audit required by the Companies Act 1965 or other legislation.
Firm	<ul style="list-style-type: none"> <li>(a) A sole practitioner, partnership or corporation of professional accountants;</li> <li>(b) An entity that controls such parties; and</li> <li>(c) An entity controlled by such parties.</li> </ul>
Immediate family	A spouse (or equivalent) or dependant.
Independence	<p>Independence is:</p> <ul style="list-style-type: none"> <li>(a) Independence of mind – the states of mind that permits the provision of an opinion without being affected by influences that compromise professional judgment, allowing an individual to act with integrity, and exercise objectivity and professional judgment.</li> <li>(b) Independence in appearance – the avoidance of facts and circumstances that are so significant a reasonable and informed third party, having knowledge of all relevant information, including any safeguards applied, would reasonably conclude a firm's, or a member of the assurance team's, integrity, objectivity or professional scepticism had been compromised.</li> </ul>



Indirect financial interest	A financial interest beneficially owned through a collective investment vehicle, estate, trust or other intermediary over which the individual or entity has no control.
Institute	The Malaysian Institute of Certified Public Accountants
Listed entity	An entity whose shares, stock or debt are quoted or listed on a recognised stock exchange, or are marketed under the regulations of a recognised stock exchange or other equivalent body.
Member	An individual who is a member of the Institute and includes all four classes of membership – Certified Public Accountants, Certified Financial Accountants, provisional members and associate members.
Network firm	An entity under common control, ownership or management with the firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as being part of the firm nationally or internationally.
Office	A distinct sub-group, whether organised on geographical or practice lines.
Professional Accountant	A member of the Institute.
Professional accountant in business	A professional accountant employed or engaged in an executive or non-executive capacity in such areas as commerce, industry, service, the public sector, education, the not for profit sector, regulatory bodies or professional bodies, or a professional accountant contracted by such entities.
Professional accountant in public practice	A professional accountant, irrespective of functional classification (e.g. audit, tax or consulting) in a firm that provides professional services. This term is also used to refer to a firm of professional accountants in public practice.
Professional services	Services requiring accountancy or related skills performed by a professional accountant including accounting, auditing, taxation, management consulting and financial management services.

Public interest entity	<p>An entity which is of significant public interest because, as a result of the type of business, size or corporate status, that entity has a wide range of stakeholders. Such entities possess certain authority or enjoy a particular position in society where public accountability can be deemed to exist wherein it is likely that there may be sufficient stakeholders who base their resource allocation decisions upon their knowledge of such entities. Such entities include listed entities, public companies falling within the purview of the regulatory authorities such as the Securities Commission or Bank Negara Malaysia, and statutory bodies or government controlled entities that are of significant public interest, and which require financial statement audits.</p>
Related entity	<p>An entity that has any of the following relationships with the client:</p> <ul style="list-style-type: none"><li>(a) An entity that has direct or indirect control over the client provided the client is material to such entity;</li><li>(b) An entity with a direct financial interest in the client provided that such entity has significant influence over the client and the interest in the client is material to such entity;</li><li>(c) An entity over which the client has direct or indirect control;</li><li>(d) An entity in which the client, or an entity related to the client under (c) above, has a direct financial interest that gives it significant influence over such entity and the interest is material to the client and its related entity in (c); and</li><li>(e) An entity which is under common control with the client (hereinafter a “sister entity”) provided the sister entity and the client are both material to the entity that controls both the client and sister entity.</li></ul>

## **Effective Date**

The Code is effective on November 1, 2007. Section 290 is applicable to assurance engagements when the assurance report is dated on or after November 1, 2007 save where transitional provisions are allowed in respect of specific paragraphs in the section.